

**THE COMPANIES ACT 1985 (AS AMENDED)**

**Company limited by shares**

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**RESOLUTIONS**

**of**

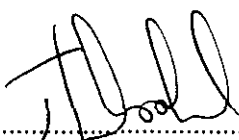
**DEVONSHIRE ADMINISTRATION PLC**

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At an Extraordinary General Meeting of the above-named Company duly convened and held on 30 September 2003 the following special resolutions were passed:

**Special Resolutions**

1. THAT the Company be re-registered as a private company limited by its shares under the Companies Act 1985 (as amended) and the following consequential amendments be made to the Company's Memorandum of Association:
  - (A) THAT the Company's name be changed from "Devonshire Administration PLC" to "Devonshire Administration Limited" and all references to the Company's name in the Memorandum of Association be changed accordingly.
  - (B) THAT paragraph 2 of the Memorandum of Association be amended by the deletion of the word "public" which shall be replaced with the word "private".
2. THAT the Company adopts new articles of association in the form attached to this special resolution in substitution for its existing Articles of Association.



Chairman of the meeting

