

**COMPANY NUMBER: 4567534**

**COMPANIES ACTS 1985/89**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION OF**

**WILLOW PLACE PROPERTIES LIMITED**

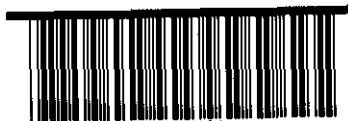
**PASSED THE 10TH DAY OF DECEMBER 2002**

At an Extraordinary General Meeting of the Members of the Company, held today at 11.30 a.m., the following resolution was passed a Special Resolution of the Members of the Company: -

**SPECIAL RESOLUTION:**

THAT the Memorandum of Association of the Company be amended by the deletion of Clause 3(E) thereof and the substitution therefore of the following

*"To borrow and raise money and secure any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages or charges upon the undertaking and all or any of the real and personal property and asserts (present and future), and all or any of the uncalled capital for the time being of the Company, or by the creation and issue (at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit) of debentures, debenture stock or other obligations or securities of any description, and whether with or without the Company receiving any consideration to guarantee or secure (with or without a mortgage or charge on all or any part of the undertaking and assets, present and future and the uncalled capital, for the time being of the Company) the performance of the obligations, and the payment of the principal of, and dividends, interest and premiums on, any stocks, shares, debentures, debenture stock or other securities of any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary of the Company (as defined by Section 736 of the Companies Act 1985) or the holding company (as defined by the said section) or another subsidiary (as so defined) of the Company's holding company or otherwise associated with the Company in business and (without prejudice to the generality of the foregoing) to procure bankers or others to guarantee all or any of the obligations of the Company."*



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COMPANIES HOUSE

07/01/03

FOR AND ON BEHALF OF  
JD SECRETARIAT LTD.  
SECRETARY TO THE COMPANY

**SECRETARY**