

Company Number:5378036

THE COMPANIES ACTS 1985 and 1989

WRITTEN RESOLUTIONS

OF

BARRATT & COOKE UNLIMITED

On 1 April 2005 the following RESOLUTIONS IN WRITING (such resolutions to have effect as special resolutions) were duly passed by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to section 381A of the Companies Act 1985 (as amended):

SPECIAL RESOLUTIONS

1 THAT the Company be converted from an unlimited company with a share capital to a company limited by shares having an authorised share capital of £100,000 divided into 100,000 shares of £1 each and that the memorandum of association of the Company be thereupon altered as follows:

- (a) so that it states in the heading and in clause 1 of the memorandum that the name of the Company is "Barratt & Cooke Limited"; and
- (b) by adding to the memorandum the following additional clauses to be numbered 4 and 5 respectively:

"4 *The liability of the members is limited.*"

"5 *The Company's share capital is £100,000 divided into 100,000 ordinary shares of £1 each.*"

2 THAT the regulations contained in the document attached be approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association.

..... 
Sole Director

