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Form No. 16

THE COMPANIES (NORTHERN IRELAND) ORDER 1986.

~~EXTRAORDINARY~~ RESOLUTION  
SPECIAL

OF

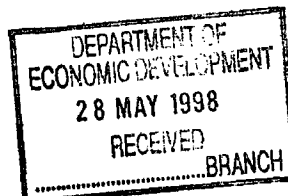
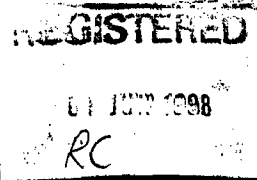
CIC PROPERTIES LIMITED

At an extraordinary General Meeting of the Members of the above-named company duly convened and held at 75 Belfast Road, Carrickfergus, County Antrim

at 12 noon on the 14th day of May 1998

~~Extraordinary~~  
the following Special Resolution was duly passed:

That the Memorandum of Association of the Company be amended by deleting clauses 3(A) and 3(B) in their entirety and by adopting a new clause 3(A) and 3(B) as set out on the attached Memorandum.



Signature \_\_\_\_\_  
Officer DIRECTOR

\*Delete whichever is not applicable

## MEMORANDUM

"3(A) (i) to act as a general commercial company

3(A) (ii) to carry on all or any of the businesses of a holding company of other companies, firms and businesses, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stock, shares, debentures, debenture stock, bonds, obligations, securities reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit, and whether in a nominee capacity or for the Company's own account; and generally to hold, manage, develop, lease, sell or dispose of the same, and to vary any of the investments of the Company; to act as trustees of any deeds constituting or security any debentures, debenture stock or other securities or obligations; to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account; and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by or connected with the Company; to act as company secretary alone or jointly with any other person or persons for any company or companies incorporated in any part of the world, as secretary for any association or associations whether incorporated or not in any part of the world and as agent or oversea company agent for any other body incorporated in any part of the world, and to provide administrative, legal, technical and financial services of every description to other companies, firms and persons; to act as business and office managers, and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stocks and share brokers and dealers and commission and general agents, merchants and traders; and to act as merchants generally.

3(B) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any such guarantee or indemnity, to guarantee the performance of the obligations of any company which is or is contemplated to become a subsidiary of the Company as defined by Article 4 of the Companies (N.I.) Order 1986 (as amended by Article 62 of the Companies (No. 2) (NI) Order 1990 (or any statutory modification or re-enactment thereof) or of any company, firm or person which the directors shall consider appropriate, including the payment of capital or principal together with any premium on and any dividends or interest on or other payment in respect of loans, credits, stocks, shares, or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future,

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actual or contingent due, owing or incurred to bankers or any other person, firm or company, and to create mortgages, charges or liens upon all or any of the property or assets of the Company (both present and future) including its uncalled capital in support of such guarantees or indemnities or otherwise as security for any such obligations and liabilities of such parties."

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