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Form No. 16

THE COMPANIES (NORTHERN IRELAND) ORDER 1986**ORDINARY/SPECIAL RESOLUTION(S)****OF****RUSHBROOK PROPERTY PLC**

At an extraordinary General Meeting of the Members of the above-named company duly convened and held at Fitzwilton House, Wilton Place, Dublin 2 on the 28 day of June 2002 the following Ordinary and Special Resolutions were duly passed:

Ordinary Resolution

"That the Share Purchase Agreement proposed to be made between Frank Gormley, Gregory Coughlan and the Company pursuant to which it was proposed that the Company would acquire Balbriggan Business Park Limited from Frank Gormley and Gregory Coughlan be approved in accordance with Article 328 of the Companies (Northern Ireland) Order 1986 titled "Substantial Property Transactions Involving Directors."

Special Resolution

"That Article 119.2, Article 119.3 and Article 119.4 of the articles of association of the Company (relating to limitations on borrowings) be deleted and that, arising as a consequence, Article 119.5 would be re-numbered and therefrom become Article 119.2."

Signature *B. Madden*Officer *DIRECTOR***REGISTERED**

11 NOV 2002