

THE COMPANIES ACTS 1985 - 1989

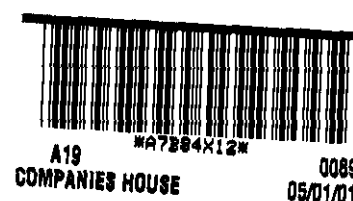
COMPANY LIMITED BY SHARES

THE CAPITAL PUB COMPANY LIMITED

(COMPANY NO. 4119367)

The undernoted Resolution was duly approved as a Special Resolution of the Company by
Written Resolution on *3rd January 2001*, viz:-

Special Resolution




“THAT:-

- Part 1** the authorised share capital of the Company be and is hereby increased to £50,000 by the creation of 49,000 ordinary shares of £1 each having the rights and being subject to the restrictions attached to them as set out in the Articles of Association of the Company;
- Part 2** each of the authorised but unissued shares of £1 each in the capital of the Company, together with the one issued share of £1, be and are hereby subdivided into two ordinary shares of 50 pence each having the rights and being subject to the restrictions attached to them as set out in the Articles of Association of the Company;
- Part 3** in substitution for any existing authority pursuant to Section 80(1) of the Companies Act 1985 (“the Act”) the Directors be and they are hereby authorised generally and unconditionally pursuant to Section 80(1) the Act to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of the Act) up to an aggregate nominal amount of the Company’s unissued share capital following the passing of this resolution provided that this authority shall

expire five years from the date hereof and in accordance with Section 95 of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the allotment of shares pursuant to the authority given in Part 3 of this resolution and further the provisions of the Company's Articles of Association shall not apply in respect of any such issue."

Dated this 3rd day of January 2001

CERTIFIED A TRUE COPY

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Director