

Number of Company 1290077

SPECIAL RESOLUTION

of

ELLOR (MANAGEMENT) LTD

Passed the 9th day of January 1997

At an ANNUAL GENERAL MEETING of the above named Company duly convened and held at The Peter Hall, Budleigh Salterton on the 9th day of January 1997 the SPECIAL RESOLUTION was duly passed.

RESOLUTION

That the following paragraph 25 be added to the Company's Articles of Association.

25. Regulation 130 of Table A Part 1 shall not apply to the company in accordance with the Members Resolution dated 9 January 1997.

J Knox-Crichton.....*Janet Knox-Crichton*  
Director

K L Dobby.....*KL Dobby*  
Director



18. Regulations 40 to 43 inclusive of Table A, Part 1, shall not apply.

19. In regulation 49 of Table A, Part 1, for the words "any two members" there shall be substituted the word "member".

20. In sub-clause (b) of regulation 58 of Table A, Part 1 for the words "at least three members" there shall be substituted the words "any member" and sub clause (c) and (d) of that regulation shall not apply.

21. Regulation 75 of Table A, Part 1, shall not apply. Bernard Claude Pratt and Vernon Eric Willcocks shall be the first directors.

22. Regulation 84 of Table A, Part 1, shall not apply. Any director or any company or firm of which a director is a member may enter into contracts with the Company and any director may vote as director or shareholder in respect of any such contract and retain for his own use profits made by him under any such contract PROVIDED always that unless he is at the time sole director he must disclose his interest to his co-directors before the contract is entered into, and if he is at the time sole director, or if all the directors are interested in the contract, the contract must be entered into by the Company in general meeting, and before the contract is entered into the director or directors must disclose his or their interest to the meeting. The above proviso does not apply to the lease or the agreement referred to in Clause 3 (A) of the Memorandum of Association. A general notice to the directors given at a meeting of the directors by any director to the effect that he is a member of any specified company or firm and is to be regarded as interested in any contract which may thereafter be made with that company or firm shall be deemed a sufficient disclosure of interest in regard to any contract so made.

23. No director shall at any time be required to retire or vacate his office of director or be ineligible for re-appointment as director by reason of his attaining or having attained the age of seventy or any other age, and regulation 88 of Table A, Part 1, shall in its application to the Company be modified accordingly.

24. In regulation 5 of Table A, Part II, for the words "all the members for the time being entitled to receive notice of and to attend and vote at general meetings" there shall be substituted the words "the holders of three quarters of the issued shares of the Company".

25. Regulation 130 of Table A Part I shall not apply to the company in accordance with the Members Resolution dated 9 January 1997.