

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

FIRST TOWER LP(7) LIMITED

At an extraordinary general meeting of the Company held at One Canada Square, Canary Wharf, London E14 5AB on Wednesday, 4 September, 1996 the following resolutions were passed as, in the case of resolutions ~~1 and 2~~, as <sup>ordinary</sup> resolutions, and in the case of resolution 3, as a special resolution.

ORDINARY RESOLUTION

1. THAT the authorised share capital of the Company denominated in sterling be increased to £102 by the creation of 2 Deferred Shares of £1 each.
2. THAT the directors be generally and unconditionally authorised, pursuant to section 80 of the Companies Act 1985 (the "Act") to exercise all powers of the Company to allot relevant securities (within the meaning of that section) for a further aggregate nominal amount of £100 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 4, September 2001. 1302

SPECIAL RESOLUTION

3. THAT, subject to the passing of resolution 2, the directors be generally empowered, pursuant to section 95 of the Companies Act 1985 (the "Act"), to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution 2 as if section 89(1) of the Act did not apply to the allotment, with such power expiring on 4, September 1997.

  
CHAIRMAN

