

No: 2344929

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**ORDINARY RESOLUTIONS AND SPECIAL RESOLUTION
of
TILEYARD PROPERTIES LIMITED**

Passed on 16th November, 1995

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 16th November, 1995 the following Resolutions were duly passed as Ordinary Resolutions and a Special Resolution, namely:-

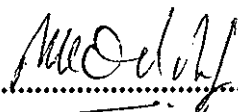
ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased by GBP10Million from GBP40Million to GBP50Million by the creation of GBP10Million new Ordinary Shares of GBP1.00 each, ranking pari-passu in all respects with the existing Ordinary Shares in the capital of the Company.
2. That the Directors be and they are hereby generally and unconditionally authorised for the purpose of Section 80 of the Companies Act 1985 to execute all powers of the Company to allot relevant securities (within the meaning of the said Section 80) to such persons and upon such terms as the Directors shall think fit provided always that the authority hereby conferred shall be limited to the allotment of relevant securities having an aggregate nominal amount of GBP16Million and such authority of the Directors shall expire on the fifth anniversary of the date of the passing of this resolution save that the Company may at any time before such authority expires make an offer or agreement which would or might require relevant securities to be allotted after such authority expires and the Directors may allot such relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired and that all authorities granted to the Directors under the said Section 80 prior to the date hereof are hereby revoked.

SPECIAL RESOLUTION

3. That the pre-emption provisions contained in Article 2(b) of the Articles of Association of the Company be waived.

.....
Chairman



Registered Office:
19 Thomas More Street
London E1 9YW

