

Company No. 2611804

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

of

TRINITY PARK (BIRMINGHAM) MANAGEMENT LIMITED (the "Company")

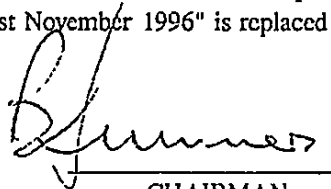
At an extraordinary general meeting of the Company held at the Board Room, Second Floor, Main Terminal, Birmingham International Airport, Birmingham on Friday 25th October 1996 the following resolutions were passed as, in the case of resolution 1, as an ordinary resolution and in the case of resolution 2, as a special resolution:

ORDINARY RESOLUTION

1. 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) up to a maximum aggregate nominal amount of the authorised but as yet unissued share capital of the Company as at the date of this resolution for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years from the date of this resolution, but the Company may, at any time prior to the expiry of such authority, make an offer or agreement which would or might require relevant securities to be allotted after expiry of such authority and the directors may allot relevant securities in pursuance of that offer or agreement.

SPECIAL RESOLUTION

2. THAT the Articles of Association of the Company be amended so that the reference in Clause 5(F)(i) to "1st November 1996" is replaced with "1st November 2001".


CHAIRMAN

