

**WRITTEN RESOLUTIONS OF ALL THE MEMBERS OF
HAMPSTEAD PROPERTY LIMITED ("THE COMPANY")**

Registered Number: 2365447

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

SHAREHOLDERS' WRITTEN RESOLUTIONS

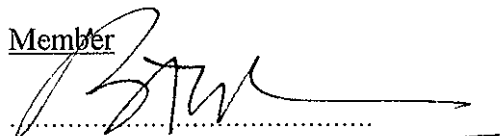
We, the undersigned, are all members of the Company who, at the date of these resolutions, are entitled to attend and vote at a general meeting of the Company.

We hereby resolve in writing as follows:

WRITTEN RESOLUTIONS

1. That notwithstanding the Companies Act 1985 s151 (1) and (2) the Company may enter into a guarantee of the obligations of Belgrave Properties Limited to National Westminster Bank Plc reducing or discharging liabilities which they or any other person or persons have incurred within the meaning of the Companies Act 1985 s152 (3) and the giving of such financial assistance to Belgrave Properties Limited be approved.

Member


For and on behalf of
Belgrave Properties Limited

Date

31 December 1997


Mark Andrew Pitman

31 December 1997

AND


Bernard Marriott Palmer

31 December 1997



A02 *ARP9H206* 191
COMPANIES HOUSE 08/01/98