Company No. 2180728

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

KEYLAND DEVELOPMENTS LIMITED

Pursuant to Section 381A Companies Act 1985, the undersigned, being all the members of the Company, for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if passed as a special resolution at a general meeting of the Company duly convened and held:

That the articles of association of the Company be and are hereby altered as to include the following provision:

A meeting of the Directors may, subject to notice thereof having been given in accordance with these Articles, be for all purposes deemed to be held when a Director is or Directors are in communication by telephone or television with another Directors or Directors and a majority of the said Directors agree to treat the meeting as so held provided that the number of Directors constitutes a quorum, and a resolution of a majority of the Directors pursuant to the Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

Dated 6th January 2003

Kelda Group plc

A31 *AWYPAHG8* 0006
COMPANIES HOUSE 09/01/03