

MILLWARD BROWN INTERNATIONAL PLC

Company No: 1915514

Passed: 19th February 2001

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at Olympus Avenue, Tachbrook Park, Warwick on 19th February 2001 at 4pm the following Resolution was duly passed as a Special Resolution.

Special Resolution

1. THAT pursuant to the provisions of section 53 of the Companies Act 1985, the Company be reregistered as a private company and that the Memorandum of Association be amended in the manner following, namely:
 - (c) By the deletion therefore of the existing clause 1 and by the substitution therefor of a new clause 1:
"The company's name is Millward Brown International Limited"

2. THAT the draft regulations produced to the meeting and intialled by the chairman for the purposes of identification be and are hereby adopted as the Articles of Association of the company in substitution for and to the exclusion of all the existing Articles of Association.

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Chairman

..... 2/03/01
Date



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