

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

MEMBERS RESOLUTIONS IN WRITING

of

CHASE PARKINSON LIMITED

(No. 2191976)

Pursuant to the Articles of Association of the Company and Regulation 53 of Table A (as defined therein) and in accordance with section 381A of the Companies Act 1985 (as amended), ("the Act"), we, being the sole member of the company who, at the date of these resolutions, is entitled to attend and vote at a general meeting of the company, HEREBY RESOLVE THAT the following resolutions take effect as elective resolutions and special resolutions respectively of the company at a meeting duly convened and held:

ELECTIVE RESOLUTIONS

1. THAT, in accordance with sections 252 and 379A of the Act, the company dispenses with the laying of accounts and reports before the company in general meeting.
2. THAT, in accordance with sections 366A and 379A of the Act, the company dispenses with the holding of annual general meetings.



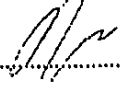
EDS \*EQ119DIA\* 90  
COMPANIES HOUSE 02/02/99

3. THAT, in accordance with sections 379A and 386 of the Act, the company dispenses with the obligation to appoint auditors annually.

SPECIAL RESOLUTION

4. THAT, the Articles of Association in the form of the draft annexed hereto be and are hereby adopted as the new Articles of Association of the Company in substitution of the existing Articles of Association.

"FOR INFORMATION ONLY"  
- THIS RESOLUTION PASSED SEPARATELY

Signature:  .....

21 January 1999

for and on behalf of  
TOWERGATE UNDERWRITING GROUP LIMITED