

THE COMPANIES ACT 1985

Company Number 2129286

SPECIAL RESOLUTION OF

GAINAMPLE LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

That the Memorandum of Association of the Company be altered by deleting sub-clause (a) of Clause 3 and by substituting therefor the new sub-clause attached hereto and for the purposes of identification marked "X":

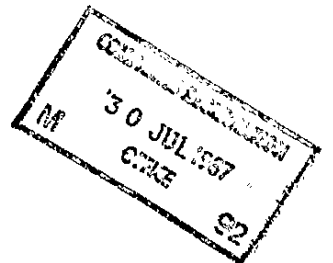
Dated this 20th day of July 1987 .



.....
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)



.....
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)



3. The Company's objects are:-

(1) To carry on all or any of the classes and sub-classes of insurance business specified in Schedules 1 and 2 to the Insurance Companies Act 1982, including the grant and acceptance of reinsurance for any such business; to purchase, deal in and lend money on the security of reversionary and other interests in property of every description; to invest or otherwise apply the funds of the Company in the acquisition of such investments or other real and personal property as may be thought fit; to transact financial business of every description, including banking in all its branches and other business customarily undertaken by bankers; to lend or advance money on the security of insurance policies or any other real or personal property, or without security; to draw, accept, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable, transferable or mercantile instruments; to purchase, discount and endorse hire-purchase contracts, book debts and other financial assets and to accept and execute trusteeships, the administration of estates and other fiduciary, managerial and administrative office and responsibilities.

(2) To acquire and hold for investment or development land and buildings or any interest therein; to manage, construct, equip, furnish, alter or improve any buildings or other installations; and to provide services and facilities of every description for the tenants, occupiers and users of any of such premises.

(3) To acquire and carry on any other trade or business whatsoever which appears capable of being advantageously or conveniently carried on in connection with or by way of extension of any of the foregoing activities, or which may permit the more efficient or profitable use of any property, facilities or rights of or available to, or held as security by, the Company or any company in which it is for the time being interested.

(4) To purchase or otherwise acquire for any estate or interest any real or personal property, licences, patents, trade marks or other rights of any kind which may appear convenient for any activity or proposed activity of the Company, or any of its business associates, and to develop, grant leases and other rights over and otherwise turn to account any property or rights of the Company in such manner as may be expedient.

(5) To promote, and to acquire and hold all or any part of the share or loan capital of, any company conducting or proposing to conduct any business or engage in any activity an interest in which appears likely to be advantageous to the Company, or of any company proposing to acquire any property or business from the Company or from any other company in which the Company is interested; and to sell or dispose of any property, business or rights of the Company, including its interests in any such other company, on such terms and for such consideration as may be thought fit including share or loan capital of any other company.

(6) To guarantee the performance of the obligations of any individual, partnership or company, and the subscription or payment of the capital and principal of, and dividends and interest on, any stock, obligations or share capital of any company; and to raise, borrow or secure the payment of money for the purposes of the Company or of any individual or company in any manner and in particular by the creation or issue of mortgages, debentures, debenture stock, bonds or other obligations.

30 JUL 1997
OFFICE

(7) To establish, support or contribute to any institutions, funds and trusts for the benefit of present or former officers and employees of the Company or of any company in which it is interested and their relatives, connections and dependants; and to grant and make provision for the payment of lump-sum benefits, gratuities on death or retirement, pensions and allowances to any such persons.

(8) To advertise and promote the business of the Company, or of any company in which it is interested, in such manner as may seem expedient and to make financial or other provision for any charitable, benevolent, educational, public, general or useful object.

(9) To do all or any of the foregoing things either directly or through any company in which the Company is a controlling or minority shareholder, or as a member of a partnership, joint venture or consortium, and whether as principal, agent, trustee or in any other capacity, and in any part of the world.

(10) To procure the Company to be registered or recognised in any country, state or place abroad, and to comply with any conditions requisite to enable the Company to carry on business there.

(11) To negotiate with any competent authority, and to sponsor or support legislation or the formulation of principles of conduct, in any area which the Company may have interests; and to oppose any such steps taken or proposed by others which may be considered prejudicial to the interests of the Company or its members.

(12) To do such other things as may be considered incidental or conducive to the pursuit or attainment of any of the foregoing objects or the exercise of any power (whether express or implied) possessed by the Company.

And it is hereby declared that each of the foregoing paragraphs shall be construed separately and shall not be limited by the provisions of any other paragraph or by the name of the Company.

