

Company No. 209606

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

of Avon Insurance PLC

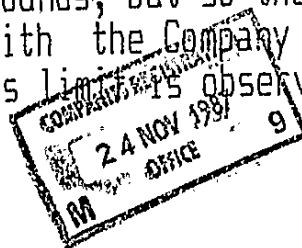
passed 12th November 1987

At an Extraordinary General Meeting of the members of the above named company duly convened and held at Tiddington Road Stratford upon Avon Warwickshire on 12th November 1987, the following SPECIAL RESOLUTION was duly passed:

SPECIAL RESOLUTION

That Article 103 be deleted and the following Article be adopted in its place;

"The Directors may from time to time, at their discretion, borrow from any person or persons any sum or sums of money for the purposes of the Company provided that the amount at any one time owing in respect of moneys so borrowed or secured shall not without the sanction of the Company in General Meeting exceed the sum of fifty million pounds, but so that no lender or borrower or other person dealing with the Company shall be concerned to see or enquire whether this limit is observed."



*[Handwritten signature]*

Secretary