

COMPANY NUMBER: 212497

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

LLOYDS TSB INDEPENDENT FINANCIAL ADVISERS LIMITED

DATED 16 MAY 2006

On 16 May 2006 all of the members entitled to attend and vote at general meetings of the company resolved as a special resolution:

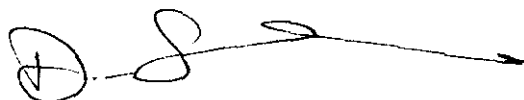
"That the articles of association of the company be amended by:

(i) inserting, as article 15 the following:

"15 (1) The directors, and any committee of the directors, may meet by way of a video conference or conference telephone or similar equipment designed to allow everybody to take part in the meeting; or by way of a series of video conferences or telephone calls from the chairman of the meeting. Participation in this way shall be treated as being present at the meeting.

(2) A meeting which takes place by a series of video conference calls or telephone calls from the chairman shall be treated as taking place where the chairman is. In other cases, meetings shall be treated as taking place where the largest group of the participants are or, if there is no such group, where the chairman is."

(ii) re-numbering the subsequent articles accordingly.



COMPANY SECRETARY

