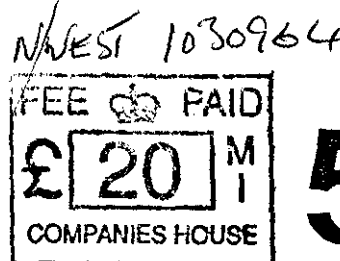


Package: 'Laserform'
by Laserform International Ltd.



53

Please complete in typescript,
or in bold black capitals.

**Application by a public company for re-registration as a
private company**

CHFP025

Company Number 633480

Company Name in full M&G GROUP PLC

applies to be re-registered as a private company by the name of:

① Please insert name of company
amended to make it appropriate for
this company as a private limited company.

M&G GROUP LIMITED

and for that purpose delivers the following documents for registration:

② Please delete if previously
presented for registration.

1. ② [A copy of the Special Resolution that the company be re-registered
as a private company]
2. A printed copy of the memorandum and articles as altered by the
Special Resolution that the company be re-registered as a private
company.

Signed

J McClelland

Date

11th September 2000

† Please delete as appropriate.

† a ~~director~~ / secretary

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Mr Francis Jardine
Governor's House, Laurence Pountney Hill
London EC4R 0HH

Tel 020 7548 3408

DX number

DX exchange



A05
COMPANIES HOUSE

0574
15/09/00

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh