

COMPANY NUMBER: 660277

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
OF
CORDIANT FINANCE PLC
("the Company")**

Passed 25th October 1996

At an Extraordinary General Meeting of the Company duly convened and held at 83/89 Whitfield Street, London W1A 4XA on the 25th October 1996, the following Special Resolution was passed: -

SPECIAL RESOLUTION

IT WAS RESOLVED THAT pursuant to the provisions of Section 53 of the Companies Act 1985, the Company be re registered as a private Company and that the Memorandum of Association be amended in the manner following namely:

(i) By the deletion therefrom of the existing Clause 1 and by the substitution therefor of a new Clause 1: -

"The name of the Company is CORDIANT FINANCE LIMITED."; and

(ii) By the deletion therefrom of the existing Clause 2 and the renumbering of existing Clauses 3 to 6 as Clauses 2 to 5."


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SECRETARY

Dated: - 25 October 1996

