Company Number 725887

Companies Act 1985

Company Limited by Shares

Special Resolution

of

G.N.Bishop (Insurance Brokers) Limited

At an Extraordinary General Meeting of the Company duly convened and held on 7th October 1998 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

That pursuant to the provisions of section 43, Companies act 1985, the company be reregistered as a public company and

(a) the company's Memorandum of Association be altered as follows:

- (1) by deleting the existing clause 1 and substituting therefor the following clauses to be numbered 1 and 2:
 - 1. The company's name is Bishops P L C.
 - 2. The company is to be a public company.
- (2) by renumbering the existing clauses 2,3,4 and 5 as 3,4,5 and 6 respectively.
- (b) the regulations contained in the printed document produced to this meeting and for the purpose of identification signed by the chairman thereof be approved and adopted as the Articles of Association of the company in substitution for and to the excusion of all the existing Articles thereof.

Chairman