

Company Number 1133110

THE COMPANIES ACT 1985
(As amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS OF

BUPA COMMUNICATIONS LIMITED

Passed on 23rd May 1996

At an Extraordinary General Meeting of BUPA Communications Limited, duly convened and held at Provident House, 24-27 Essex Street, London WC2R 3AX on 23rd May 1996, the following Resolutions were duly passed as SPECIAL RESOLUTIONS:-

1) Change in Memorandum of Association

" THAT paragraphs 3(a) and 3(b) be redesignated 3(b) and 3(c) respectively, that the existing paragraph 3(c) be deleted and that a new paragraph 3(a) be inserted as follows:-

3a(ii) To create, establish and maintain an organisation for the introduction, sale, purchase, distribution, advertising or marketing of products, goods, wares and merchandise of every description and in particular, travel services and travel insurance; to carry on all or any of the businesses of export marketing specialists, market research advisers and consultants, mail order specialists, manufacturers' agents and representatives, importers and exporters, commission agents, general merchants and traders; and to participate in, undertake, perform and carry out all kinds of commercial, industrial trading and financial operations and enterprises; and to carry out all of the operations performed by commission and general agents, export, import and general merchants, shippers, traders, capitalists and financiers, either on the Company's own account or otherwise.


(ii) To carry on any other trade or business whatever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company."



N/C - £600 - 2/3
MB 100 210
5/24/96

2) Change of Company's Name

"THAT the name of the Company be changed to BUPA Travel Services Limited."


.....
Secretary