

SNS(1302.3)/739641 06.10.98

Registered No: 1464587

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ARLINGTON SECURITIES PLC

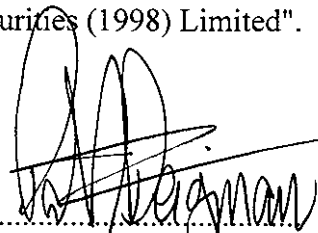
(passed 7 October 1998)

At an Extraordinary General Meeting of Arlington Securities PLC duly convened and held at Arlington House, Arlington Business Park, Theale, Reading RG7 4SA on October 1998 the following resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the Company be re-registered as a private company pursuant to Section 53 of the Companies Act 1985 and that accordingly (with effect from the date of re-registration of the Company as a private company):-

- (A) the name of the Company be changed to "Arlington Securities (1998) Limited";
- (B) the Memorandum of Association of the Company be amended as follows:-
  - (a) the reference to the Company in the heading and in clause 1 be amended to refer to "Arlington Securities (1998) Limited"; and
  - (b) clause 2 be deleted and that each of the existing clauses 3 to 6 be renumbered accordingly; and
- (C) the Articles of Association of the Company be amended so that the reference to the Company in the heading be amended to refer to "Arlington Securities (1998) Limited".

  
.....  
Chairman

