

COMPANY N° 2054153
FP GROUP
PUBLIC LIMITED COMPANY
(THE "COMPANY")

WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY
IN LIEU OF A GENERAL MEETING

We, the undersigned, being all the Members of the Company entitled to attend and vote at a general meeting of the Company and pursuant to Article 53 of the Companies Act 1985 (the "Act") Table A, we hereby **RESOLVE**:

1. **THAT** pursuant to section 53 of the Act the Company be re-registered as a private company within the meaning of the Act;
2. **THAT** the Memorandum of Association of the Company be altered as follows:
 - (a) by the deletion of clause 1 and the substitution therefor of the following:

"1. The name of the Company is "FP Group Limited";
 - (b) by the deletion of clause 2;
 - (c) by the re-numbering of clauses 3-6 inclusive as 2-5 accordingly; and
 - (d) by altering the heading on the front cover of the Memorandum of Association so that it states the name of the Company as "FP Group Limited" and describes the Company as a private company limited by shares.

Signed *D.M. Gault*
for and on behalf of
FRIENDS PROVIDENT LIFE AND
PENSIONS LIMITED

Date 4 February 2002

Signed *B.W. Sweetland*
B W SWEETLAND

Date 4 February 2002