

The Companies Act 1985
Company Limited by Shares

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

2129286

St Stephen's Policies Limited

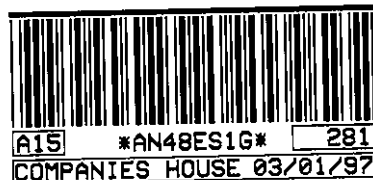
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

8 Surrey Street, NORWICH, Norfolk, NR1 3NG

on 23 December 1996

the following SPECIAL RESOLUTION was duly passed, viz:-

- (a) "That the Authorised Share Capital of the Company be increased to £5,000,000 by the creation of 4,999,000 additional ordinary shares of £1 each."
- (b) "That the Directors be unconditionally authorised, pursuant to Section 80 (1) of the Companies Act 1985 to allot shares up to a maximum amount of £5,000,000 at any time or times during the period of five years from the date hereof."



Signed

Position

Secretary

NOTE To be filed within 15 days of the passing of the special resolution