

THE COMPANIES ACT 1985

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO.1271) LIMITED

At an extraordinary general meeting of the above-named Company duly convened and held on 26th August 1988 the following resolutions were passed, resolutions 1 and 2 as special resolutions and resolution 3 as an ordinary resolution:-

RESOLUTIONS

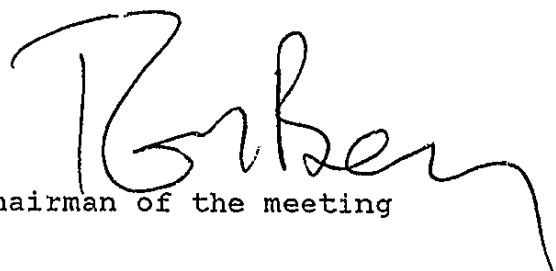
1. That the name of the Company be changed to Strong & Fisher Pensions and Retirement Scheme Trustees Limited.

2. That the objects of the Company be altered by the deletion of sub-clause (A) of clause 3 and the substitution therefor of the following new sub-clause:-

- (A) To act as trustee and as executor or administrator, and to undertake and execute trusts of all kinds, whether public or private, including religious or charitable trusts, and either gratuitously or for reward, to act as trustee of pension and superannuation funds and schemes, and

generally to carry on what is usually known as trustee and executor business and to undertake any other trusts the undertaking whereof may seem desirable.

3. That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of £98 provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.


Chairman of the meeting

GPJF0074.88D

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2263785

I hereby certify that

TRUSHELFCO (NO.1271) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

**STRONG & FISHER PENSIONS AND RETIREMENT
SCHEME TRUSTEES LIMITED**

Given under my hand at the Companies Registration Office,
Cardiff the 21 OCTOBER 1988

John Jones
21 OCT 1988

an authorised officer