

Company No. 2355834

THE COMPANIES ACT 1985

RESOLUTIONS

of

URBANGAIN LIMITED

(passed 18th October 1989)

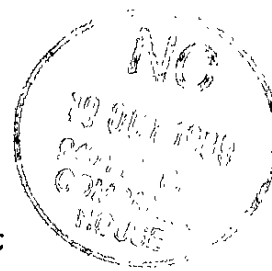
At an Extraordinary General Meeting of the above-named Company duly convened and held at 21 Wilson Street, London EC2 on 18th October 1989 the following resolutions were duly passed, in the case of the resolution numbered 1 as an ordinary resolution and, in the case of the resolution numbered 2 as a special resolution:

ORDINARY RESOLUTION

1. THAT:

- (A) the authorised share capital of the Company be and is hereby increased from £1,000 to £3,000,000 by the creation of 2,999,000 shares of £1 each;
- (B) the Directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise all powers of the Company to allot relevant securities as defined in the said section up to an aggregate nominal amount of £2,999,998 such authority to expire five years after the date of this resolution unless previously renewed, revoked or varied save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be

allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority hereby conferred had not expired; and

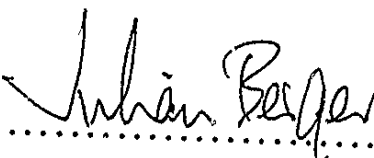


- (C) the authority in paragraph (B) above shall be in substitution for the existing authority in that behalf contained in Regulation 5(A) of the Company's Articles of Association which, save to the extent previously utilised, is hereby revoked.

SPECIAL RESOLUTION

2. THAT:

- (A) Clause 3 of the Company's Memorandum of Association be and is hereby amended by the deletion of sub-clause (A) thereof and by the substitution therefor of a new sub-clause (A) in the form set out in the Memorandum of Association produced to the Meeting and initialled by the Chairman for identification; and
- (B) the name of the Company be changed to RAC Underwriters Limited.

  
.....  
CHAIRMAN

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2355834

I hereby certify that

**URBANGAIN LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**RAC UNDERWRITERS LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 26 OCTOBER 1989

A handwritten signature in dark ink, appearing to read 'P. J. Morgan', written over a faint, illegible stamp.

an authorised officer