

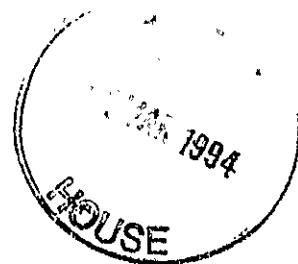
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THE COMPANIES ACT 1985
THE COMPANIES ACT 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF
BRITISH AVIATION INSURANCE GROUP LIMITED

Date of the Resolution:	25 February 1994
Resolution became effective:	25 February 1994



The following resolution was agreed to as a written resolution of the Company in accordance with Section 381A of the Companies Act 1985 (as amended) and became effective in accordance with Section 381A of that Act on 25 February 1994, which resolution would otherwise have been required to be passed as a special resolution:-

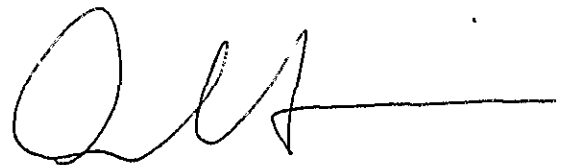
IT WAS RESOLVED that:-

- A Article 16 of the Articles of Association shall be amended by the substitution therefor of the following new Article 16:

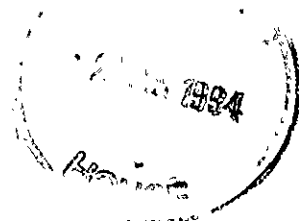
"The Directors may appoint one of their number to be the Chairman of the Board of Directors and one of their number to be the Deputy Chairman of the Board of Directors. Any such appointment shall be for a period of one year only, and thereafter any Chairman or Deputy Chairman so appointed shall be subject to annual re-election by the Directors. No Chairman shall be entitled to a casting vote by virtue of his appointment as such. Regulations 88 and 91 shall be amended accordingly."

- B The first sentence of Article 17 of the Articles of Association shall be amended by the substitution therefor of the following:

"The quorum for Board Meetings shall be four."



.....
Secretary



RECORD OF WRITTEN RESOLUTION OF
BRITISH AVIATION INSURANCE GROUP LIMITED

The Written Resolution set out on the attached copy document was passed as a Written Resolution pursuant to Section 381A of the Companies Act 1985 (as amended). The date of the Written Resolution, being the date the last signature was affixed, was the 25th day of February 1994 and it became effective on that date.

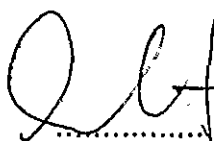
A copy of the proposed Written Resolution was received by the auditors of the Company on the 2nd day of February 1994 and the Company received notice from the auditors on the 3rd day of February 1994 that in their opinion the Written Resolution did not concern them as auditors.

The signatories to the Written Resolution were the persons set out below being all those members who at the date of the Written Resolution were entitled to attend and vote at a general meeting of the Company.

Names of signatories :

The British Aviation Insurance Company Limited
Commercial Union Assurance Company plc
Eagle Star Reinsurance Company Limited
General Accident Fire & Life Assurance Corporation plc
GRE (UK) Limited
Royal Insurance plc
Sun Alliance and London Insurance plc

Signed:

.....

Secretary

Date :

1 March 1994