

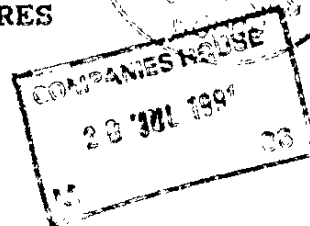
Registered No. 2621847

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

ALTERLOCAL LIMITED



At an EXTRAORDINARY GENERAL MEETING of the Company held at 10 Norwich Street London EC4A 1ED on 18th July, 1991 the following Resolutions numbered 1 and 2 were passed as Special Resolutions and the following Resolution numbered 3 was passed as an Ordinary Resolution:

SPECIAL RESOLUTIONS

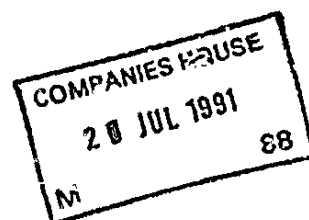
1. THAT the name of the Company be changed to Brooks, Macdonald, Gayer & Co Limited.
2. THAT:-
 - (a) the existing share capital of the Company of 1,000 Shares of £1 each be redesignated as follows:-
 - (i) the 2 existing issued shares be redesignated as "A" Ordinary Shares of £1 each;
 - (ii) 908 of the remaining authorised but unissued shares be redesignated as "A" Ordinary Shares of £1 each;
 - (iii) the 90 remaining authorised but unissued shares be redesignated as "B" Ordinary Shares of £1 each.
 - (b) the clause contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman marked "A" be and is hereby approved and adopted as paragraph 3(A) of the Company's Memorandum of Association in substitution for the existing paragraph 3(A) thereof.

- (c) the regulations contained in the printed document submitted to this Meeting and for the purpose of identification signed by the Chairman marked "B" be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association of the Company.

ORDINARY RESOLUTION

3. THAT the Directors be and they are hereby generally and unconditionally authorised for the purposes of 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 £1,000 until the expiry of five years from the date hereof, provided that the Company may at any time before the expiry of such authority make offers or arrangements that would or might require relevant securities to be allotted after the expiry of such period, and the Directors may allot relevant securities pursuant to any such offer or agreement as if this authority had not expired.

.....*G. R. M.*.....
Chairman



Robert A. H. J.
Chairman

"A"

(A) To establish, maintain and operate a financial advisory, asset management and investment service; to act as advisors and consultants on all matters affecting the financial and investment arrangements of any person, firm or company and to examine, report, review and advise on any proposals, suggestions and recommendations received by such person or persons, firm or company from whatever source and to aid in the promotion, formulation and carrying into effect of all manner of schemes and arrangements for or relating to the developments, amalgamation, acquisition, merger, co-ordination, co-operation, reconstruction or reorganisation in any manner of persons, firms, companies, corporations, partnerships, businesses and undertakings of all kinds; to carry out any check, scrutiny, investigation and audit of the procedures, methods and administrative practices of any person's, firm's or company's financial investment or general management arrangements with the object of ensuring their maximum efficiency; to employ, train and exploit the services of agents, salesmen, directors, executives, interpreters, translators, staff and personnel of all kinds and to collect, compile and circulate information, statistics and data of every description relating to matters of all kinds; to carry on all or any of the businesses of insurance brokers and agents, financiers, financial agents, company promoters, bill discounters, merchant bankers, mortgage brokers, rent and debt collectors, stock and share brokers and dealers, and commission and general agents; and to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this company is a member or which are in any manner controlled by, or connect with this Company.

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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2621847

I hereby certify that

ALTERLOCAL LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BROOKS, MACDONALD, GAYER & CO LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 26 JULY 1931

A handwritten signature in dark ink, appearing to read 'W. B. Macdonald'.

an authorised officer