

Private & Confidential

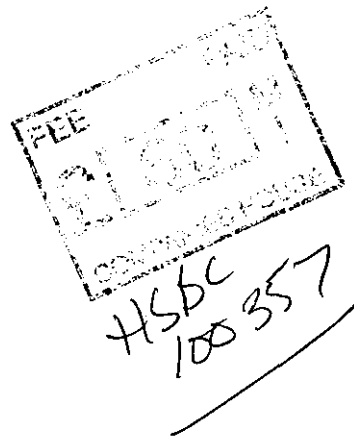
No. 2799756

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
PRINCIPAL PORTFOLIOS 4 PLC

Passed 18th December 2001



At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 18th December 2001, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

the Company be re-registered as a private limited company under the Companies Act 1985 and the Memorandum of Association of the Company to be altered as follows:

- (a) in clause 1, by deleting the words "Principal Portfolios 4 PLC" and substituting the words "Principal Portfolios 4 Limited";
- (b) by deleting clause 3;
- (c) by re-numbering the existing clauses 4-6 (both inclusive) as 3-5 respectively;

A handwritten signature in dark ink, appearing to read 'David J. Peter'.

Chairman of the Meeting

*Certified a true
copy of the original*

A handwritten signature in dark ink, appearing to read 'Matthew'.

*Company Secretary
18th December 2001*



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100357
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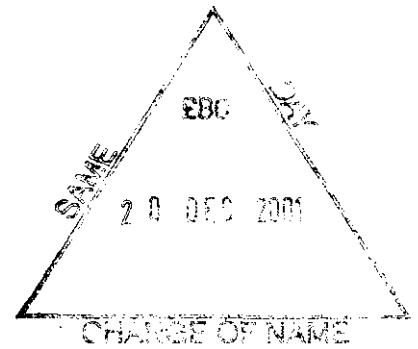
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THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
PRINCIPAL PORTFOLIOS 4 PLC

Passed 18th December 2001



At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 18th December 2001, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

the name of the Company be changed to Old Broad Street Investments (Number 2) Limited and the Memorandum of Association of the Company be altered accordingly;

Chairman of the Meeting

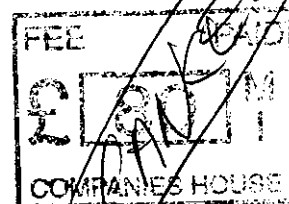
*Certified a true copy
of the original*

Matthews

*Company Secretary
18th December 2001*

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No. 2799756



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
PRINCIPAL PORTFOLIOS 4 PLC

Passed 18th December 2001

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 18th December 2001, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

the provisions set forth in the printed document provided to this meeting and for the purposes of identification marked "B" be approved and adopted as the articles of association of the Company, in substitution for, and to the exclusion of, all existing articles.

Chairman of the Meeting

*Certified a true copy
of the original*

Matthew

Company Secretary

18th December 2001

Private & Confidential

No. 2799756

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
PRINCIPAL PORTFOLIOS 4 PLC

Passed 18th December 2001

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 18th December 2001, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

the provisions set forth in clause 3 of the Memorandum of Association produced to this meeting and marked "A" for identification, be approved and adopted, in substitution for, and to the exclusion of, all the existing provisions of clause 4 of the Company's Memorandum of Association, the Memorandum of Association to be altered accordingly;



Chairman of the Meeting

*Certified true copy
of the original*

Matthew Bell
Company Secretary
18th December 2001