

Company No: 3027964

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS
passed as
WRITTEN RESOLUTIONS
of

SMITHSON MASON GROUP PLC

(Passed pursuant to Section 381 of the Companies Act 1985)

WE the undersigned, being all the holders of the entire issued share capital of the Company
HEREBY RESOLVE as follows: *the resolution was passed on 19.12.01*

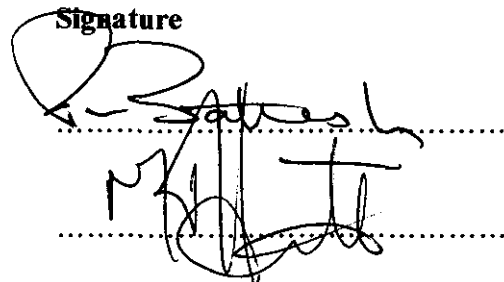
1. that pursuant to Section 53(1)(a) of the Companies Act 1985 (the "Act") the Company be re-registered as a private limited company under the name "Smithson Mason Group Limited";
2. that pursuant to Section 53(2) of the Act, the Memorandum of Association of the Company be altered by the deletion of clauses 1 and 2, the re-numbering of existing clauses 3, 4, 5 and 6 as 2, 3, 4 and 5 and the insertion of a new clause 1 as follows:

"1. The Company's name is Smithson Mason Group Limited"
3. that pursuant to Section 53(2) of the Act, the Articles of Association of the Company be altered so that the heading is amended by the deletion of the words "Smithson Mason Group plc" and the insertion of the words "Smithson Mason Group Limited".
4. that the Directors of the Company be permitted to make such other amendments to the Memorandum and Articles of Association as are required pursuant to the re-registration.

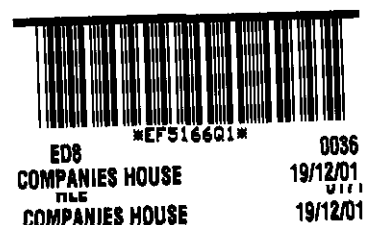
Name of shareholder

Philip Battersby

Martin Hill

Signature


CROSSLH / Vernons / 14/12/2001
LDS_003 / 301437-1



Director

Graham Wright

CROSSLH / Vernons / 14/12/2001
LDS_003 / 301437-1

For and on behalf of
Cornhill Insurance plc

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Director

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Director/Company Secretary

Neil Andrew Durant

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Stanley Duthie

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Gary Mark Grace

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Graham Wright

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