

Company No. 3152195

THE COMPANIES ACTS 1985 - 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

MANAGERS & PROCESSORS OF CLAIMS LIMITED

Passed on 18th February 1996

At an Extraordinary General Meeting of the above named Company, duly convened and held at No. 1 Old Bond Street, London W1X 3TD on the 18th day of February 1996 the following Special Resolution was duly passed:-

"That the Company's Memorandum of Association be amended by the deletion of the existing clause 3(A) and inserting a new clause 3(A) as follows:-

- "3(A)(i) to carry on business in the management and negotiation of insurance and compensation claims with insurance companies and compensation funds on behalf of clients of the Company.
- (ii) to carry on business as Management Consultants.
- (iii) to carry all or any of the businesses of insurance brokers and consultants, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission and manufacturers' agents, surveyors, auctioneers, claims assessors, financiers, trade credit and status enquiry agents, valuers, assessors, assessors' agents, arbitrators and specialists and general agents for the transaction of life, pension, house, motor, marine, fire, employers' liability, accident, burglary and other insurance business, agents

for effecting insurance and retaining policies in respect of all and every kind of risk and against death, injury or loss arising out of or through, or in connection with any accidents to human beings against loss or damage to real or personal property, commissioner and business agents, land, house and general property agents, bill brokers, business transfer agents, agents for the purchase and sale of annuities, and for negotiating loans, to make advances upon the security of land or house or other property or any interest therein and generally to deal in, traffic with by way of sale, lease, mortgage, exchange, development or otherwise and to let for building, development, investment or any other purpose any land or house property or estates and any other property whether real or personal of any nature or kind whatsoever and any interest therein, whether in reversion, remainder or expectancy, to undertake and carry on any business, transaction or operation capable of being undertaken or carried on by insurance brokers and agents, commission agents, financiers, general agents and the like.

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G. S. WALSH
CHAIRMAN