

Private & Confidential

No. 3173715

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION

of

PREMIUM CREDIT RECEIVABLES LIMITED

Passed 10th July 1996

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 10th July 1996, the following Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

- 1 That the Memorandum of Association of the Company be altered by:
 - (i) inserting a new clause 3(a)(i), (ii) and (iii);
 - (ii) adding the words "any rights or privileges over or in respect of it" to the end of clause 3(b);
 - (iii) adding the words "To acquire an interest in, amalgamate with or" at the beginning of the renumbered clause 3(e) and the words "joint venture, reciprocal concession" after the word co-operation in the same clause;

