

Company No: 3194461

**Special
Resolution**

The Companies Act 1985

Private Company Limited by Shares

of J C RICHARDS LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at Classic House, 174-180 Old Street, London EC1V 9BP
on 3rd May, 1996
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.

Signed

For and on behalf of
Waterlow Nominees Limited



RES8W

Waterlow Information Services Ltd

International Company Registrations and Searches
Classic House, 174-180 Old Street, London EC1V 9BP
Telephone 0171-250 3350 Fax 0171-608 0867
DX 122031 FINSBURY 3

The Companies Act 1985
(As amended by the Companies Act 1989)
Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

J C RICHARDS LIMITED

(As amended by Special Resolution passed 3rd May 1996)

1. The Company's name is J C Richards Limited
2. The Company's registered office is to be situated in England and Wales
3. The Company's objects are:-
 - (A) To carry on business as insurance intermediaries, insurance brokers, underwriting agents, marine insurance consultants, business transfer agents, estate agents, mortgage brokers, auctioneers, valuers, surveyors, commercial agents, financial agents and advisers, managing agents, bailiffs and bailees, and as consultants and advisers on and in connection with commercial, industrial and business administration, costing, methods, systems, management, organisation and efficiency, and as bankers, financiers, capitalists, concessionaires, exporters and importers of goods and merchandise of all kinds and merchants generally, builders, and to promote, finance, advance money on hire purchase or otherwise assist any company or companies, whether corporate or unincorporate, or persons as may be thought fit and to purchase, take on lease or in exchange or otherwise acquire and to hold, cultivate, improve, lease, sell, exchange, mortgage or otherwise dispose of any land and buildings or other real and personal property.