

No. 3437588

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE AND SPECIAL RESOLUTION

of

OMEGA UNDERWRITING HOLDINGS LIMITED

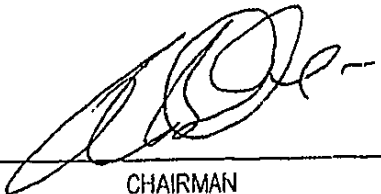
At an extraordinary general meeting of the Company held at 1 Gracechurch Street, London, EC3V 0DD on 12th June 1998 the following resolutions were passed as an elective resolution and special resolutions.

ELECTIVE RESOLUTION

1. THAT, in accordance with sections 252 and 379A of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the company in general meeting.

SPECIAL RESOLUTION

2. THAT, in accordance with sections 250 of the Act, the Company makes itself exempt from the provisions of Part VII of the Act relating to the audit of accounts.


CHAIRMAN

