

THE COMPANIES ACTS 1985 to 2006
PUBLIC COMPANY LIMITED BY SHARES

MONDAY



COPY RESOLUTION

of

CBS UNDERWRITING HOLDINGS PLC
("the Company")

(Registered in England and Wales under company number 4258784)

Dated 4th February 2009

At the General Meeting of the Company, duly convened and held in accordance with the Company's Articles of Association at Unit C25 Jacks Place, London E1 6NN on 4th February 2009 at 9.45 am, the following resolution was duly passed as a Special Resolution:

Special Resolution

THAT:

- (a) the Company be re-registered as a private company limited by shares;
- (b) the word "Limited" be substituted for the letters "PLC" in the name of the Company;
- (c) the Memorandum of Association of the Company be amended by the substitution of the word "Limited" for the letters "PLC" in Clause 1.
- (d) the regulations contained in the document submitted to the meeting and for the purposes of identification signed by the Chairman as relating to this resolution be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the Existing Articles of Association of the Company.


.....
Chairman