

REINSURANCE FINANCE MANAGEMENT LTD

(Registered in England – No 4304002)

WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who are at the date hereof entitled to attend and vote at a general meeting of the Company hereby pass the following resolution in writing pursuant to section 381A of the Companies Act 1985 (as amended):

THAT:

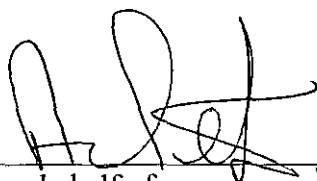
Article 16.2 be amended from its present form of:

16.2 Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member shall (subject to article 16.3) be a quorum.

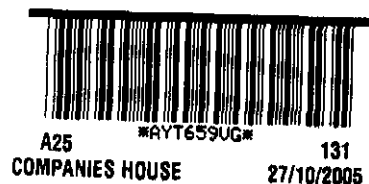
To:

16.2 Two members so present and entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporate member shall (subject to article 16.3) be a quorum for all purposes provided that, in circumstances where there is one member only who is entitled to vote, the quorum for any general meeting shall for all purposes be that member so present.

Dated this 19th day of October 2005



for and on behalf of
Randall & Quilter Investment Holdings Limited



Certified to be a

true copy



COMPANY SECRETARY

24/10/05

No. 4304002

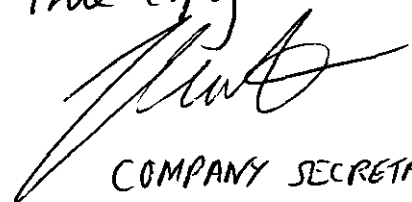
The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION
OF
REINSURANCE FINANCE MANAGEMENT LIMITED

INCORPORATED ON 12 OCTOBER 2001

Certified to be a
true copy


COMPANY SECRETARY
24/10/05

CONTENTS

1. Preliminary
2. Share capital
3. Alteration of share capital
4. Share certificates
5. Pre-emption rights on issue of shares
6. Lien
7. Calls on shares and forfeitures
8. Transfers of shares
9. Permitted transfers
10. Pre-emption rights on transfer of shares
11. Compulsory transfers
12. Issue of shares
13. Disclosure of interest in shares
14. General meetings
15. Notice of general meetings
16. Proceedings at general meetings
17. Resolutions
18. Class meetings
19. Votes
20. Variations of class rights
21. Directors
22. Appointment of directors
23. Disqualification of directors
24. Powers of directors
25. Directors' interests
26. Proceedings of directors
27. Alternate directors
28. Secretary
29. Minutes
30. Execution of documents
31. Dividends
32. Accounts
33. Capitalisation of profits
34. Notices
35. Indemnity
36. Winding-up