

Company No: 04878623

Special

The Companies Act 1985

Resolution

Private Company Limited by Shares

of VEGA INSURANCE SERVICES LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at 6-8 Underwood Street, London N1 7JQ
on 27 August 2003.

the following 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



Waterlow Legal & Company Services
6-8 Underwood Street, London, N1 7JQ
Telephone 020-7250 3350 Fax 020-7608 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

VEGA INSURANCE SERVICES LIMITED

(As amended by Special Resolution passed on 27 August 2003)

1. The Company's name is VEGA INSURANCE SERVICES 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 the business of brokers and agents of every description; to carry on the business of insurance brokers and agents, mortgage brokers and agents, estate agents, auctioneers, surveyors, valuers, Building Society representatives and general property dealers; to effect as agents for others assurances of every kind and against every and any contingency; to act as agents for manufacturers, wholesalers and distributors of articles and products and goods of every and any description; to act as agents for finance houses, hire purchase companies and other financial institutions; to act as agents and or brokers in respect of any contract entered into by the Company; to carry on business in the United Kingdom and the whole of the world.