

Number of Company: 135692

THE COMPANIES ACT 1985

C O M P A N Y L I M I T E D B Y S H A R E S

RESOLUTIONS

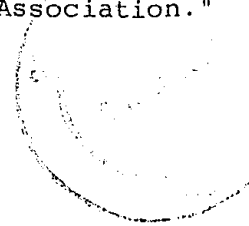
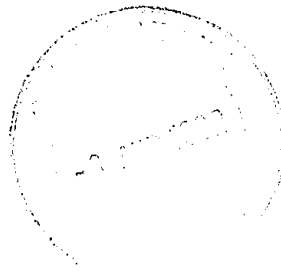
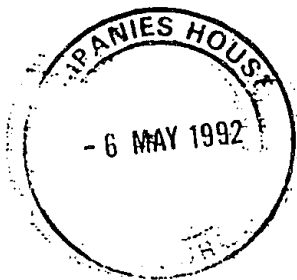
of

MM & S (2089) LIMITED

Passed 31st March 1992

At an Extraordinary General Meeting of the above named Company, duly convened, and held at 151 St. Vincent Street, Glasgow, G2 5NJ on the 31st day of March 1992 the subjoined Resolutions were duly passed, Nos 1, 2, 3 and 7 as Special Resolutions and Nos 4, 5 and 6 as Ordinary Resolutions viz:-

1. "That the name of the Company be changed to 'SCOTTISH PRUDENTIAL HOLDINGS LIMITED'."
2. "That the objects of the Company as contained in Clause 3 of its Memorandum of Association be altered by deleting the existing paragraph (i) of the said Clause 3, by substituting therefor paragraph (i) set out in the Schedule A produced to the Meeting and signed for the purpose of identification by the Chairman thereof.
3. "That the regulations contained in the Schedule B submitted to the Meeting and signed for the purpose of identification by the Chairman thereof be adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."



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4. "That each of the existing 100 Ordinary shares in the authorised share capital of the Company be and is hereby subdivided into 10 Ordinary shares of 10p each."
 5. "That the authorised share capital of the Company be increased from £100 divided into 1,000 Ordinary Shares of 10p each to £20,000,000 divided into 200,000 Ordinary Shares of 10p each by the creation of 199,999,000 Ordinary Shares of 10p each."
 6. "That
 - (a) the Directors be and are hereby authorised generally for the purpose of Section 80 of the Companies Act 1985 ("the Act") to allot and issue such number of relevant securities and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and the Articles of Association of the Company:-
 - (i) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company for the time being; and
 - (ii) this authority shall expire, unless sooner revoked or altered by the Company in General Meeting, on the expiry of the period of five years from the date of passing of this Resolution provided that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry, and the Directors may allot

relevant securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

(b) words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this resolution."

7. "That pursuant to Resolution 6 above and Section 95(1) of the Act, Section 89(1) of the Act shall not apply to any allotment of shares in the capital of the Company."

.....
Secretaries



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company Number

135692

The Registrar of Companies for Scotland hereby certifies that

M M & S (2089) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

SCOTTISH PRUDENTIAL HOLDINGS LIMITED

Given at Companies House, Edinburgh, the

18 JUNE 1992

J. HENDERSON
Registrar of Companies

