
EDINBURGH FUND MANAGERS GROUP PLC

(Registered No. SC157875)

PUBLIC COMPANY LIMITED BY SHARES

CERTIFIED COPY RESOLUTIONS

At an Extraordinary General Meeting of the Members of the above named Company held at 3.00 pm on Wednesday, 16 June 2004, at 10 Queen's Terrace, Aberdeen, AB10 1YG, the following resolutions were passed:

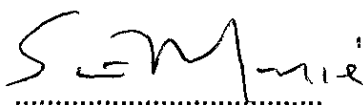
SPECIAL RESOLUTIONS

1. That the Company be re-registered as a private company under the Companies Act 1985 (as amended) by the name of Edinburgh Fund Managers Group Limited.
2. That the Memorandum of the Company be amended accordingly as follows:
 - 2.1 by the deletion of clause 1 and substituting in its place the following wording:

"the name of the Company as Edinburgh Fund Managers Group Limited";
 - 2.2 by deleting clause 2;
 - 2.3 by renumbering clauses 3-6 as clauses 2-5 respectively.
3. That the new Articles of Association of the Company produced to this meeting and for the purpose of identification being initialled by the Chairman hereof, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles of Association thereof.

Copies of the proposed new Articles of Association, together with a copy of those it has been proposed they replace, may be inspected at any time during usual business hours at the registered office of the Company from the date of this notice and will be available for inspection at the above meeting.

CERTIFIED A TRUE COPY



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Scott E Massie for and on
behalf of Aberdeen Asset Management PLC
Secretary

