

Company No 1107779

THE COMPANIES ACTS 1948 TO 2006

COMPANY LIMITED BY SHARES

MEMORANDUM
AND
ARTICLES OF ASSOCIATION

of
CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED

(As amended by Special Resolutions dated 8 April 1975, 23 March 1981, 28 April 1982,
13 June, 1990 and 2 February 2011)

Incorporated on the 11th day of April, 1973

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THE COMPANIES ACTS 1948 TO 2006

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED

- 1 * The name of the Company is "CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED"
- 2 The registered office of the Company will be situate in England
- 3 The Objects for which the Company is established are -
- (A) To acquire, take over and hold all or any of the funds, assets, moneys, shares, stock or other securities and liabilities, if any, now held in the names of the present Trustees of the General Fund of the Corps of Commissionaires and to supervise, manage or administer the Fund in any way
- (AA)** To purchase or otherwise acquire the whole or any part of the issued share capital of or the whole or any part of the undertaking and assets of OEF Management Services Limited and the property and liabilities thereof and to pay for the same in cash or in shares, or partly in cash and partly in shares
- (AAA)** To carry on the business of providing permanent or temporary employment opportunities for trained or untrained ex-service staff on the lines of a specialist employment agency

* The name of the Company, was, on the 16 May 1975, changed from GRAVELKIND PROPERTIES LIMITED

** These sub-clauses were added by Special Resolution passed on 23 March 1981

- (B) To acquire, invest in, hold and dispose of shares, stocks, debentures and debenture stock, bonds, obligations and securities issued or guaranteed by any company, corporation or association and any right or interest therein including units in any authorised unit trust, and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, and any right or interest therein and annuities for any period or periods, whether certain or uncertain, or on the life or lives of any person or persons and any right or interest therein
- (C) To acquire any such shares, stocks, debentures, debenture stocks, bonds, obligations or securities, by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise and to vary the investments of the Company and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof
- (D) To purchase, take on, lease or tenancy, hire or otherwise acquire for any estate or interest and to sell, exchange, surrender, lease, mortgage, charge, convert, turn to account, dispose of and deal with any real or personal property and rights of all kinds and in particular mortgages, debentures, produce, concessions, options, contracts, patents, annuities, licences, stocks, shares, bonds, policies, book debts, business concerns and undertakings and claims, privileges and choses in action of all kinds
- (E) To carry on any other business whether manufacturing or otherwise which may seem to be capable of being conveniently carried on in connection with the above or calculated, directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights
- (F) To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company

- (G) To purchase or otherwise acquire all or any part of the property and effects of any company, corporation or association and that with or without taking over all or any of the liabilities of any such body formed for or carrying on or having carried on any business altogether, or in part similar to the business of the Company and to conduct, carry on, or liquidate and wind up such business
- (H) To sell, dispose of, or transfer the business property and undertaking of the Company or any part thereof, in consideration of payment in cash or in shares, whether fully paid up or not, debentures or securities of another company or partly in cash and partly in such shares, debentures or securities and either in terms that such shares, debentures or securities be distributed in specie amongst the members or otherwise Provided that no surplus arising from any such sale or other disposal shall be available for distribution through the profit and loss accounts
- (I) To promote any other company and to subscribe for shares, stock or debentures thereof for the purpose of its acquiring all or any of the property and liabilities of the Company, or for any other purpose which may seem directly or indirectly calculated to profit the Company
- (J) To borrow or raise money by the issue of or upon debentures or debenture stock (perpetual or terminable and either to bearer or registered with or without coupons to bearer or secured by or without a trust deed or by mortgage or otherwise) bonds, mortgages, charges, or any other securities founded or based upon all or any of the property of the Company or of its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit, or upon bills of exchange, promissory notes or other obligations or securities or in such other manner as may be deemed necessary or to receive money on deposit at interest or otherwise
- (K) To guarantee or secure either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods, the performance of the obligations and the payment of the capital or principal (together with any premium) of, and dividends or interest on, any stocks, shares or securities of any company, firm or person and in particular (but without limiting the generality of the foregoing) the payment of money secured by or payable under or in respect

of any debentures, debenture stock, bonds, mortgages, charges or securities which may at any time be created by any company which is for the time being the Company's holding company as defined by Section 154 of the Companies Act, 1948 or other subsidiary as defined by the said Section of the Company's holding company or otherwise associated with the Company in business

- (L) To apply for and promote any Act of Parliament, Provisional Order or Licence of the Department of Trade and Industry or other authority, for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution and to contribute to the expense of promoting or opposing any Bill in Parliament which may be considered directly or indirectly beneficial or prejudicial to the interests of the Company
- (M) To invest the moneys of the Company upon such securities as may be from time to time determined, other than in the purchase of its own shares, and also to lend money and particularly to persons having dealings with the Company on such terms as the Company may think fit, also to guarantee the performance of any contract by any person having dealings with the Company
- (N) To acquire by original subscription, purchase or otherwise and to hold, realise or otherwise dispose of shares whether fully paid up or not, stock, debentures or debenture stock in any other company, corporation or society, or in any undertaking
- (O) (O) To demise, lease or let the whole or any part of the property of the Company on such terms as the Company shall determine and to supply power, light, heat and water to the Company's tenants
- (P) (P) To draw, accept and make and to endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading and other negotiable instruments or transferable instruments

- (Q) To take out purchase or otherwise acquire or deal with, any patent, patent rights, or inventions, copyrights or secret processes, which may be useful for the Company's objects and to grant licences to use the same
- (R) To procure for the Company incorporation or constitution of a like character, or as a societe anonyme in any foreign country or in any colony or dependency of the United Kingdom or in the United States of America or elsewhere
- (S) To pay out the moneys of the Company the premiums and other moneys required to keep up policies of assurance, purchased or otherwise acquired by the Company.
- (T) To remunerate any person firm or company for services rendered in underwriting placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business
- (U) To support and subscribe to any charitable or public object, and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its employees, or may be connected with any town or place where the Company carries on business, to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid to any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company or of any company which is a subsidiary of the Company or the holding company of the Company or of the predecessors in business of the Company or of any such subsidiary or holding company and to the wives, widows, children and other relatives and dependants of such persons, to make payments towards insurance, and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants, and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary or holding company and to lend money to any such employees or to trustees on their behalf to enable any such share purchase schemes to be established or maintained

- (V) To appoint any person or company to accept and hold in trust for the Company or for any purpose or object of the Company any real or personal property or any beneficial rights or privileges either in the United Kingdom or abroad
- (W) To distribute among the members in specie or kind any property or assets of the Company or any proceeds or realisation of any property or assets of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law
- (X) To do all or any of the above things in any part of the world and either as principals, agents, contractors or otherwise and either along or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise
- (Y) To do all such things as the Company may think incidental or conducive to the attainment of the above objects or any of them

And it is hereby declared (a) that the word "company" in this Clause shall, except where used in reference to the Company be deemed to include any partnership or other body of persons whether corporate or not and whether domiciled in the United Kingdom or elsewhere, (b) that the objects specified in each of the paragraphs of this Clause shall be regarded as independent objects and accordingly shall in no wise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph

4 The liability of the members is limited

5 * [Clause removed]

* By Special Resolution dated 2 February 2011 the limitation of the Company's authorised share capital to 200 shares of £1 each was removed

WE the several persons whose Names, Addresses, and Descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
--	--

J M BRODIE	One
190 Fleet Street	
London EC4	
Solicitor	

J J A COWDRY	One
190 Fleet Street	
London EC4	
Solicitor	

DATED the 28th day of February 1973

WITNESS to the above signatures -

R W GUEST
190 Fleet Street
London EC4
Solicitor

Company No 1107779

THE COMPANIES ACTS 1948 to 2006

COMPANY LIMITED BY SHARES

ARTICLES of ASSOCIATION
of

CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED

(As adopted by Special Resolution dated 13th June 1990)

Incorporated on the 11th day of April 1973

THE, COMPANIES ACTS 1948 to 2006

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED

(Adopted by Special Resolution passed on 13th June 1990)

PRELIMINARY

- 1 (a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company
- (b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force

SHARE CAPITAL

- 2 [Clause removed*]

GENERAL MEETINGS AND RESOLUTIONS

- 3 (a) A notice convening a General Meeting shall be required to specify the general nature of the business to be transacted only in the case of special business and Clause 38 in Table A shall be modified accordingly

All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors

* By Special Resolution dated 2 February 2011 the limitation of the Company's authorised share capital to 200 shares of £1 each was removed

- (b) Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 4. (a) Clause 40 in Table A shall be read and construed as if the words "at the time when the Meeting proceeds to business" were added at the end of the first sentence.
- (b) If a quorum is not present within half an hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within half an hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- (c) Clause 41 in Table A shall not apply to the Company.

ALTERNATE DIRECTORS

- 5. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.
- (b) A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

POWERS AND DUTIES OF DIRECTORS

- 6. When the Directors are required from time to time to exercise their power for the purpose of supervising administering or managing the funds of the Corps of Commissionaires or in admitting persons to membership thereof or otherwise acting in relation to the affairs of the Corps they shall be obliged to do so in so far as possible in accordance with the Regulations for the constitution and control of that Corps as adopted from time to time.

DISQUALIFICATION OF DIRECTORS

- 7. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his

property and affairs, and Clause 81 in Table A shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

8. Clause 89 in Table A shall be modified by the insertion after the word "two" of the words "at least one of whom shall be a director who does not hold an executive office under the company".
9. Clause 94 in Table A shall be modified by the insertion after paragraph (d) of the following paragraph

"(e) the resolution relates to the purchase and/or maintenance of any insurance policy under which he may benefit."

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

J.M. BRODIE
190 Fleet Street
London EC4.

Solicitor.

J.J.A. COWDRY
190 Fleet Street
London EC4.

Solicitor.

DATED the 28th day of February 1973

WITNESS to the above signatures :-

R.W. GUEST
190 Fleet Street
London EC4.

Solicitor

No. of Company: 1107779

SPECIAL RESOLUTIONS

of

GRAVELKINL PROPERTIES LIMITED

Passed the 8th day of April 1975

At an Extraordinary General Meeting of the above named Company duly convened and held at Exchange Court, 419a Strand, W.C.2. on the 8th day of April 1975 the following Resolutions were duly passed as Special Resolutions:

RESOLUTIONS

THAT

1. (a) The Memorandum of Association of the Company be changed by adopting the Memorandum attached hereto in place of and in substitution for the existing Memorandum of Association of the Company.

(b) The Articles of Association of the Company shall be amended as follows:

The existing Regulation 7 shall be omitted and the following new Regulation shall be substituted therefor:-

"7. The number of Directors shall not be less than two and in the event of their being more than two then the composition of the Board of Directors shall be such that at all times a majority of them shall also be either present members of the Executive Committee of the Executive Board or present Trustees of the Officers Endowment

2.

No person shall be disqualified from being or becoming a Director of the Company by reason of his attaining or having attained the age of seventy years or any other age."

The following new Regulation shall be adopted as Regulation number 11 and the existing Regulations thereafter shall be renumbered accordingly:-

"11. Where the Directors are required from time to time to exercise their powers for the purposes of supervising administering or managing the Fund then they shall be obliged to do so insofar as is possible in accordance with the Regulations governing the Corps of Commissionaires as adopted from time to time."

2. The name of the Company shall be changed to "CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED"



.....
Chairman

NO. of Company : 1107779/33

THE COMPANIES ACTS 1948 to 1980

COPY

SPECIAL RESOLUTIONS

(pursuant to Section 141(1) of the Companies Act 1948)

of

CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED

Passed the 23rd day of March 1981

At an Extraordinary General Meeting of the Holders of Ordinary Shares of the above-name Company, duly convened and held at Bouverie House, 154 Fleet Street, London EC4A 2HX on Monday, 23rd March 1981 the following Resolutions were passed as SPECIAL RESOLUTIONS :-

SPECIAL RESOLUTIONS

(A) THAT the objects of the Company be extended so as to include express power to acquire the whole of the issued share capital of and the whole of the undertaking and assets of OEF Management Services Limited and to carry on the business of finding permanent and temporary employment for ex-service personnel and that the Memorandum of Association of the Company be modified accordingly by adding the following new Objects sub-clauses to be lettered (AA) and (AAA) to be inserted after sub-clause 3(A) of the Company's Memorandum of Association :-

"(AA) To purchase or otherwise acquire the whole or any part of the issued share capital of or the whole or any part of the

undertaking and assets of OEF Management Services Limited and the property and liabilities thereof and to pay for the same in cash or in shares, or partly in cash and partly in shares.

(AAA) To carry on the business of providing permanent or temporary employment opportunities for trained or untrained ex-service staff on the lines of a specialist employment agency."

(B) THAT :-

(1) Regulations 2 and 3 in Part I of Table A in the First Schedule to the Companies Act 1948 shall apply to the Company

(2) All the existing authorised and issued 100 Shares of £1 each in the capital of the Company be designated "A" Ordinary Shares of £1 each

(3) With a view to the acquisition of the whole of the issued share capital of OEF Management Services Limited the capital of the Company be increased to £200 by the creation of 100 "B" Ordinary Shares of £1 each

(4) The Articles of Association of the Company be amended as follows :-

(a) "2,3" shall be deleted after the words "except Regulations" in Article 1;

(b) Article 2 shall be deleted and the following Article substituted therefor :-

"SHARE CAPITAL

2. The authorised share capital of the Company at the date of adoption of this Article is £200 divided into 100 "A" Ordinary Shares of £1 each and 100 "B" Ordinary Shares of £1 each. As regard appropriation accounts, dividends and winding-up the rights of the shares shall be as hereinafter provided but in all other respects they shall rank pari passu."

(c) There shall be added the following new Articles to be numbered 14, 15 and 16 :-

"APPROPRIATION ACCOUNTS"

14. (A) In this and the next two Articles the following words or expressions shall bear the meanings respectively set against them :-

- "reserves" : shall have the meaning given by the Companies Acts 1948 to 1980
- "the "A" Appropriation Account" : shall mean the "A" Appropriation Account established in accordance with this Article
- "the "B" Appropriation Account" : shall mean the "B" Appropriation Account established in accordance with this Article
- "Commencement Date" : shall in relation to a return of capital in a winding-up mean the date of commencement of the winding up and in relation to a return of capital in any other circumstances the date on which the Company becomes bound to make the return of capital concerned
- "Distribution Date" : shall in relation to a return of capital mean the Commencement Date or such later date (not being more than three years after the Commencement Date) as shall prior to the Commencement Date have been agreed in writing between the holders of a majority of the "A" Ordinary Shares and a majority of the "B" Ordinary Shares provided that in the event of any

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such later date being agreed as aforesaid (or any new Distribution Date being substituted under the powers conferred by sub-paragraphs (i) and (ii) below) :-

(i) the holder of a majority of the "A" Ordinary Shares and a majority of the "B" Ordinary Shares may at any time after the Commencement Date (but before the Distribution Date concerned) substitute for such Distribution Date such earlier Distribution Date as they may in writing agree

(ii) the holders of a majority of the "A" Ordinary Shares and a majority of the "B" Ordinary Shares may at any time after the Commencement Date (but before the Distribution Date concerned) with the consent in writing of the Liquidator or Liquidators of the Company substitute for any Distribution Date such later Distribution Date as they may in writing agree

(B) An amount equal to the reserves of the Company as at 31st December 1980 (including without limitation unrealised appreciation of investments and the amounts standing to the credit of the share premium and profit and loss accounts) shall be appropriated to the holders at the date of adoption of this Article of the "A" Ordinary Shares and the amount so appropriated shall be credited to an appropriation account to be called the "A" Appropriation Account

(C) Subject to Article 15 such amounts as shall be determined by the Board of Directors for the purposes of this paragraph from time to time shall be

appropriated to the holders of the "A" Ordinary Shares or to the holders of the "B" Ordinary Shares and the amounts so appropriated shall be credited to the "A" Appropriation Account and to an appropriation account to be called the "B" Appropriation Account respectively

(D) Such amounts as shall be determined by the Board of Directors for the purposes of this paragraph from time to time shall be debited to the "A" Appropriation Account or to the "B" Appropriation Account. If the amount to be debited to the "A" Appropriation Account or the "B" Appropriation Account (as the case may be) shall exceed the sum standing to the credit of that account (or if that account shall already be in debit) then the amount of such excess (or the amount to be so debited) shall be reflected in a debit on the account (or shall carry the account further into debit)

(E) The Appropriation Accounts shall be maintained by the Directors of the Company and shall be treated as memorandum accounts and shall if practicable be kept within the statutory books of the Company. Items may be credited or debited to Appropriation Accounts at any time whether before or after any liquidation of the Company and so that without prejudice to the generality of the foregoing all the persons who at the date of adoption of this Article are or propose to become members of the Company shall whether before or after liquidation of the Company have regard to the Regulations for the Constitution and Control of the Corps of Commissionaires and the Officers' Endowment Fund.

DIVIDENDS

15. Dividends to both or one to the exclusion of the other of the holders of the "A" Ordinary Shares and the holders of the "B" Ordinary Shares shall be paid in such amounts and in such proportions and generally in all other relevant respects as may at any time or times be determined by the Board of Directors and so that without prejudice to the generality of the foregoing the Board of Directors shall have regard to the Regulations for the Constitution and Control of the Corps of Commissionaires and the Officers' Endowment Fund and may provide for the payment of dividends to the holders of shares of one or other of such classes to the exclusion of the holders of shares of the other

and if dividends are payable to both classes for the payment of dividends to different classes of different amounts. An amount equal to any dividend paid from time to time to any holder of "A" Ordinary Shares shall be debited to the "A" Appropriation Account and an amount equal to any dividend paid from time to time to any holder of "B" Ordinary Shares shall be debited to the "B" Appropriation Account.

WINDING-UP

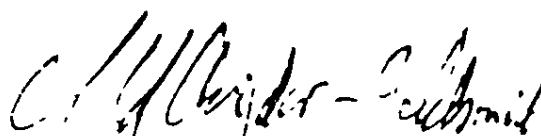
16. On a return of capital whether in a winding-up or otherwise the surplus assets of the Company after payment of its liabilities shall be applied in distributing to the holders of the "A" Ordinary Shares an amount equal to such sum (if any) as may be credited to the "A" Appropriation Account in the books of the Company as at the Distribution Date and in distributing to the holders of the "B" Ordinary Shares an amount equal to such sum (if any) as may be credited to the "B" Appropriation Account in the books of the Company as at the Distribution Date, but so that :-

- (i) In the event that one account is in credit and the other account is in debit the provisions of this paragraph shall be satisfied by the distribution to the holders of the Shares entitled to the former account of a sum equal to the net aggregate of (a) the sum credited to the former account and (b) the sum debited to the latter account
- (ii) In the event that both accounts are in debit but the sum debited to one account is less than the sum debited to the other account the provisions of this paragraph shall be satisfied by the distribution to the holders of the Shares entitled to the former account of a sum equal to the amount by which the sum debited to the latter account exceeds the sum debited to the former account
- (iii) In the event that both accounts are in debit to the same extent the provisions of this paragraph shall not confer any rights upon anyone
- (iv) Where a sum is to be distributed to the holders of Shares of one particular class in one of the events specified in sub-paragraphs (i) and (ii) of this paragraph no rights shall be conferred by this paragraph

on the holders of the Shares of the other class

- (v) Any sum to be distributed among the holders of the "A" Ordinary Shares or the holders of the "B" Ordinary Shares (as the case may be) in accordance with this paragraph shall be distributed amongst them pari passu in proportion to the respective amounts paid up or credit as paid upon the "A" Ordinary Shares or "B" Ordinary Shares (as the case may be) held by them respectively
- (vi) In the event that the surplus assets of the Company remaining after payment of all the liabilities of the Company shall not be sufficient for full distributions of either :-
 - (a) the sum to be distributed to the holders of Shares of one particular class in one of the events specified in sub-paragraphs (i) and (ii) of this paragraph; or
 - (b) in the event that both accounts shall be in credit the respective sums to be distributed to the holders of the "A" Ordinary Shares and the "B" Ordinary Shares;

then the claims of all the holders of "A" Ordinary Shares and "B" Ordinary Shares entitled to participate in the distribution of surplus assets under this paragraph shall abate rateably"



 Major-General Sir James d'Avigdor-Goldschmid, bt.
 (CHAIRMAN)

Company No. : 1107779/38

THE COMPANIES ACTS 1948 TO 1981

SPECIAL RESOLUTION

of

CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED

Passed 28th April 1982

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held the following Resolution was duly passed as a Special Resolution :-

SPECIAL RESOLUTION

THAT the Articles of Association of the Company be amended as follows :-

Paragraph (B) of Article 14 shall be deleted and the following paragraph shall be substituted therefor :-

"(B) An amount of £1,028,967 shall be appropriated to the holders at the date of adoption of this Article of the "A" Ordinary Shares and the amount so appropriated shall be credited to an appropriation account to be called the "A" Appropriation Account."

[Handwritten Signature]
W. I. R. M. A.

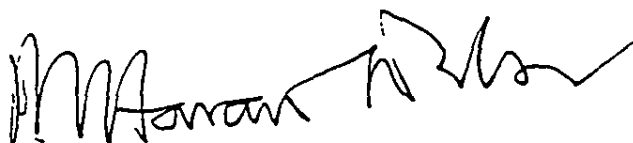


THE CORPS OF COMMISSIONAIRES MANAGEMENT LIMITED

AT AN Extraordinary General Meeting of the Company held on 13th day of June 1990 the following Resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

- (1) That each A Ordinary Share of £1 and each B Ordinary Share of £1 in the Company be converted into one Ordinary Share of the Company.
- (2) That new Articles of Association in the form tabled at the meeting and signed by the Chairman for identification be adopted as the Articles of Association of the Company in substitution for and to the entire exclusion of the existing Articles of Association.



.....
Chairman of the Meeting.

13 June 90