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No. 2676407

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

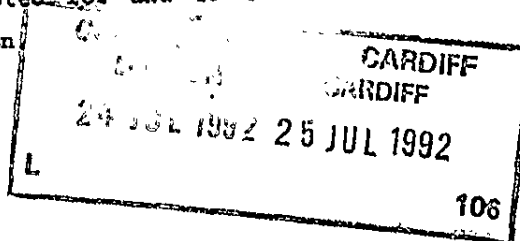
OF

METLIFE INVESTMENTS LIMITED

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held  
at *X One Madison Avenue, NY, NY*  
on *X June 5, 1992* the following Resolution  
was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Articles of Association, for the purpose of identification  
signed by the Chairman be adopted for and to the exclusion of all  
existing Articles of Association



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*X Paul R. Coffey X*  
Chairman

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THE COMPANIES ACT 1985

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

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ARTICLES OF ASSOCIATION  
OF  
METLIFE INVESTMENTS LIMITED

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PRELIMINARY

1    The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended so as to affect companies first registered on the date of incorporation of the Company) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association. References herein to regulations are to regulations in the said Table A unless otherwise stated.

SHARE CAPITAL

2    The share capital of the Company is £200 divided into 200 Ordinary Shares of £1 each.

3    (A) Subject to Section 80 of the Companies Act 1985, all unissued shares shall be at the disposal of the directors and they may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think proper and Section 89(1) of the Companies Act 1985 shall not apply.

      (B) (i) Pursuant to and in accordance with Section 80 of the Companies Act 1985 the directors shall be generally and unconditionally authorised to exercise during the period of five years from the date of incorporation of the Company all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £200;

      (ii) by such authority the directors may make offers or agreements which would or might require the allotment of relevant securities after the expiry of such period;

      (iii) words and expressions defined in or for the purposes of the said Section 80 shall bear the same meanings in this Article.

#### TRANSFER OF SHARES

4 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor. Regulation 23 shall not apply.

#### PROCEEDINGS AT GENERAL MEETINGS

5 A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members. Regulation 53 shall not apply.

6 In the case of a company which is a member a resolution in writing may be signed by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Article 5 above shall be extended accordingly.

7 An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 shall not apply.

#### NUMBER OF DIRECTORS

8 Unless otherwise determined by ordinary resolution, there shall be not less than one director and the number of directors shall not be subject to a maximum. Regulation 64 shall not apply.

#### DELEGATION OF DIRECTORS' POWERS

9 (A) Each director may exercise all the powers of the Company and Regulation 70 shall be extended accordingly.

(B) In addition to the powers to delegate contained in Regulation 72, the directors may delegate any of their powers to any committee consisting of one or more directors and any one or more co-opted persons. The directors may authorise the co-option to a committee of persons other than directors and for such co-opted committee members to have voting rights as committee members. Each director may delegate any or all of his powers to another person subject to such terms as such

director may determine and any such delegation may be revoked or altered by such director at any time. Regulation 72 shall be extended accordingly.

#### APPOINTMENT AND RETIREMENT OF DIRECTORS

10 The directors shall not be subject to retirement by rotation. Regulations 73-75 and 80 shall not apply and references to retirement by rotation in Regulations 76-79 shall be disregarded. Subject to the Act, the office of a director shall not be vacated except in the circumstances set out in Article 11 below.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

11 The office of a director shall be vacated in any of the events specified in regulation 81 and also if he shall in writing offer to resign and the directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-directors (being at least two in number) removing him from office as director, but so that in the case of a managing director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

#### REMUNERATION OF DIRECTORS

12 Any director who serves on any committee, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, commission or otherwise as the directors may determine. Regulation 82 shall be extended accordingly.

#### PROCEEDINGS OF DIRECTORS

13 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Meetings of the directors shall be held wherever the directors decide and this may be in the United Kingdom or elsewhere. The first two sentences of Regulation 88 shall not apply.

14 All or any of the directors may participate in a meeting of the board of directors by means of a conference telephone or any communication equipment. A person so participating and who would be entitled to attend a meeting of the board and to vote and count in the quorum thereat shall be deemed to be present in person at the meeting and shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those so participating is assembled or, if there is no such group, where the person or persons participating in the meeting and carrying the largest number of voting rights exercisable at that meeting is or are present, or if no such person is, or persons are, present, where the chairman of the meeting is present.

15 On any matter in which a director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 shall not apply.

16 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. Regulation 93 shall not apply.

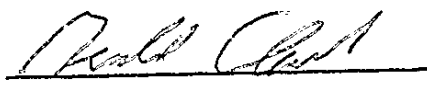
#### INDEMNITY

17 (A) Subject to the provisions of and so far as may be permitted by law, every director, secretary or other officer of the Company shall be indemnified by the Company out of its own funds against and/or exempted by the Company from all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers and/or otherwise in relation to or in connection with his duties, powers or office including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as a director, secretary or an officer of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part in relation to the affairs of the Company) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 shall not apply.

(B) Without prejudice to the provisions of Regulation 87 or paragraph (A) of this Article, the directors shall have the power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees of the Company or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of the Company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to their duties, powers or offices in relation to the Company, or any such pension fund or employees' share scheme.

G26YZR0094

Dated: June 5, 1992



Chairman