

Company Number: 3116518

THE COMPANIES ACT 1985
and
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
- of -
PRECIS (1405) LIMITED
(passed on 11th March 1996)

At an Extraordinary General Meeting of the Company held at Exchange House, Primrose Street, London EC2A 2HS on 11th March 1996 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the Memorandum of Association of the Company be amended by the deletion of the existing clauses 3 and 5 and the substitution of new clauses 3 and 5 in the form contained in the revised Memorandum of Association produced to the meeting and initialled by the Chairman for the purposes of identification.


CHAIRMAN



Company Number: 3116518

WE HEREBY CERTIFY
THIS TO BE A TRUE AND
ACCURATE COPY OF
THE ORIGINAL

Herbert Smith

HERBERT SMITH

Exchange House
Primrose Street
London EC2A 2HS

Date 11 March 1996

THE COMPANIES ACTS 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION


OF


PRECIS (1405) LIMITED

1. *The Name of the Company is PRECIS (1405) Limited.
2. The Registered Office of the Company will be situate in England.
3. **The Company's objects are:-
 - (1) To carry on business as insurance brokers and agents in respect of all or any class of general insurance as defined by Section 1 of the Insurance Companies Act 1982.
 - (2) To pay, satisfy, compromise or otherwise deal with any claims made against the Company in respect of any policies or contracts granted by, dealt in or entered into by the Company as the Company may deem expedient and to revive any policy or contract that may have become void or lapsed on such terms and conditions and in such cases as may be deemed expedient or in lieu of such revival to grant any new policy or make any other concession in favour of all or any of the persons entitled to the lapsed or void policy or contract.
 - (3) To re-insure or counter insure any of the risks undertaken by the Company.
 - (4) To transact, undertake and carry on all or any classes of general insurance as defined by Section 1 of the Insurance Companies Act 1982.

* By a Special Resolution of the Company passed on 8th March 1996, the name of the Company was changed from Precis (1405) Limited to Hastings Insurance Services Limited.

** Amended by a Special Resolution of the Company passed on 11th March 1996.

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- (5) To purchase, subscribe or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds, notes or other securities, obligations and other investments of any nature whatsoever of any other company or corporation carrying on business in any part of the world.
 - (6) To invest and deal with moneys of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient.
 - (7) To carry on so far as permitted by law any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the above.
 - (8) To establish agencies and branches and appoint agents and others to assist in any manner the conduct or extension of the Company's business and to regulate and discontinue the same.
 - (9) To carry out, promote and support studies, surveys, researches, investigations and other projects and experimental work of every description.
 - (10) To purchase, take on lease or in exchange, hire, take options over or otherwise to acquire, hold and deal in any estate or interest in any freehold or leasehold land or any other property and rights of any kind which may appear to the Company to be necessary, convenient or appropriate for any business of the Company or which may enhance the value of any other property of the Company.
 - (11) To sell, let, lease, exchange, grant licences, easements and other rights over and in any other manner dispose of, turn to account or deal with the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for a rent or rents or stocks, shares, debentures, debenture stock or other obligations of any other company.
 - (12) To build, erect, construct, pull down, repair, enlarge, alter, develop, remove and maintain or replace any buildings, works, walls or roads and to clear sites of the same.
 - (13) To sell or otherwise dispose of any debts due to or to become due to the Company to factors or others for collection and to act as agents for such factors or others in the collection of debts so sold and to enter into any obligations for recourse or otherwise in connection therewith.
 - (14) For the purpose of or in connection with the business of the Company to lend and advance money or give credit to any company, firm or person with or without security and on such terms as the Company may think fit and to give all descriptions of guarantee and indemnity and to become surety for any company, firm or person and either with or without the Company receiving any consideration or advantage directly or indirectly for giving any such guarantee or indemnity or acting as surety.

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- (15) To borrow or raise or secure the payment of money or obtain credit for any purpose of or in connection with the business of the Company.
- (16) From time to time in any manner and for any purpose to mortgage, charge or otherwise secure the whole or any part of the undertaking property and rights (including property and rights to be subsequently acquired) of the Company and to create, issue at par or at a premium or discount and for such consideration and with and subject to such rights, powers, privileges and commissions as may be thought fit, debentures, debenture stock, bonds or other obligations, either permanent or redeemable or repayable.
- (17) To enter into any arrangements with any government, state, department or other authority or (international, national, municipal, local or otherwise) or with any company, firm or person that may seem conducive to the Company's objects or any of them and to obtain from any such government, state, department, authority, company, firm or person and to carry out, exercise and exploit any charters, contracts, decrees, rights, privileges, grants, loans or concessions which the Company may think fit desirable to obtain and to carry out, exercise and comply with the same.
- (18) To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to the liabilities of the Company, with or without winding-up or by sale or purchase (for fully or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of the Company or such other company as aforesaid or by partnership, or any arrangement of the nature of the partnership or in any other way.
- (19) To establish provide, manage, support and maintain or procure the establishment and maintenance of any non-contributory pension or superannuation funds for the benefit of and to grant provide or make any necessary arrangements for or in connection with pensions, allowances, gratuities, donations, life assurance, bonuses and other benefits to any past or present directors or employees of the Company or of any subsidiary company of the Company or of any company of which the Company is for the time being a subsidiary or the predecessors in business of any of them or to the relations, connections, families and dependants of any such persons, and to establish, subsidise, subscribe to and support any associations, and trusts calculated to benefit any such person or otherwise, advance the interest of the Company or of any such other Company as aforesaid or of its members.
- (20) To subscribe or guarantee money for or organise or assist any national, local, charitable, benevolent, public, general or useful object and for any exhibition or for any purpose which may be considered by the Company likely directly or indirectly to further the objects of the Company or the interests of its members.
- (21) To pay all the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company and any company promoted by the Company of any company in which the Company is or may contemplate being interested, including in such costs,

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charges and expenses all or any part of the costs, charges and expenses of owners of any business or property acquired by the Company or any such company as aforesaid and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription of any shares, debentures, debenture stock or securities of the Company.

- (22) To do all or any of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, either by or through agents in conjunction with others, either by or through agents, trustees, sub-contractors or otherwise.
- (23) To distribute among the members in specie any property of the Company and in particular any shares, debentures or securities of any other company belong to the Company or of which the Company may have the power of disposing or any proceeds of sale or disposal of any property 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.
- (24) To procure the Company to be registered or recognised in any Dominion or dependency and in any foreign country or place.
- (25) To do all such other things as may be considered by the Company to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not and whether domiciled in the United Kingdom or elsewhere, and words denoting the singular number only shall include the plural number and vice versa.

- 4. The liability of the members is limited.
- 5. The share capital of the Company is £5,000 divided into 3,750 A Ordinary Shares of £1 each, 625 B Ordinary Shares of £1 each and 625 C Ordinary Shares of £1 each.