

Company No.: 3360653

The Companies Act 1985

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**A PRIVATE COMPANY LIMITED BY SHARES**

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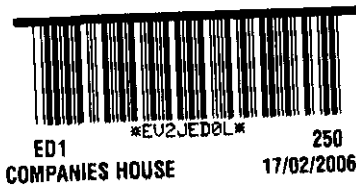
**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**AVIVA SHARE ACCOUNT LIMITED**



No: 3360653

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares



RESOLUTIONS

of

TRUSHELFCO (NO. 2237) LIMITED

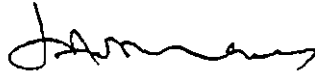
At an Extraordinary General Meeting of the above-named Company duly convened and held on 16 May, 1997 the following resolutions were passed, resolutions 1, 2 and 3 as special resolutions and resolution 4 as an ordinary resolution:

RESOLUTIONS

1. That the name of the Company be changed to Norwich Union Share Account Limited.
2. That the objects of the Company be altered by (i) the deletion from sub-clause 3.20 of the words from "and to act as trustee" to the full stop at the end of that sub-clause and (ii) the deletion of sub-clause 3.2 of clause 3 of its memorandum of association and the substitution of the following new sub-clause:
  - (i) To act as nominee, depositary, trustee, fiduciary, agent or in any other capacity whatsoever in respect of units, shares or other interests in collective investment schemes and all types of shares, debentures, bonds, notes, warrants, depositary receipts and all other securities of whatsoever kind (including without limitation those issued by Norwich Union plc) whether in bearer or registered form and whether in definitive or global form and to exercise all rights, powers, privileges or other entitlements of whatever kind relating to any of the foregoing including without limitation to collect or arrange for the collection of all principal, premium, dividends, interest or other sums or entitlements due in respect thereof whether in money or otherwise howsoever and to exercise all voting rights attributable to any of the foregoing; and
  - (ii) to undertake and execute any trusts, and to hold either for itself or as agent, nominee or trustee for any person, whether or not incorporated, any shares, funds, units, securities or other registers or records or to undertake any duties in relation to the register of transfers, the issue of certificates or statements of entitlement or otherwise.

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3. That the regulations contained in the document produced to the meeting and for the purpose of identification signed by the chairman thereof be and they are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.
4. That Peter Frederick Baynham, David Rowlinson and Edward Graham Jones be appointed directors of the company.



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Chairman of the meeting