

THE COMPANIES ACT 1985, 1989 AND 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

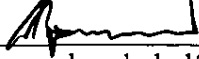
TA I LIMITED
(the "Company")

We, the undersigned, being a person who at the date of this resolution has the right to attend and vote at a General Meeting of the Company, hereby irrevocably agree to the following resolution of the Company in accordance with Chapter 2 of Part 13 of the Companies Act 2006 (as amended).

SPECIAL RESOLUTION

THAT:

- (a) the authorised share capital of the Company be increased by \$10,000,000 divided into 10,000,000 ordinary shares of US\$1 each, such shares to rank pari passu with existing ordinary shares of the Company in all respects,
- (b) the Company adopt new articles of association in the form annexed to this resolution, and
- (c) the Directors be and are hereby generally and unconditionally authorised in accordance with s 80 of the Companies Act 1985 (the "1985 Act") to exercise all the powers of the Company to allot the Company's authorised but unissued shares as at the date of this resolution in substitution for all existing authorities, such authority to expire five years from the date of this resolution but to be capable of previous revocation or variation before such expiry by the Company in general meeting and of renewal from time to time by the Company in general meeting for a further period not exceeding five years, and the Company may make any offer or agreement before the expiry of this authority that would or might require relevant securities to be allotted after this authority has expired and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred by this resolution had not expired

Signed 
For and on behalf of

Date 10 October 2008

WILLIS INVESTMENT UK HOLDINGS LIMITED



Company No 3588080

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TAI LIMITED

Incorporated 25th June 1998

(Adopted by Special Resolution passed on 1st October 2008)

Company No 3588080

THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

TAI LIMITED

Incorporated 25th June 1998

(New Articles adopted by Special Resolution passed on 1st October 2008)

ADOPTION OF TABLE A

- 1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended at the date thereof ("Table A") shall apply to the Company, except where they are excluded or modified by these Articles. No other regulations contained in any statute or subordinate legislation apply as the regulations of articles of association of the Company. References herein to Regulations are to Regulations in Table A unless otherwise stated.
- 2 Regulations 2, 3, 24, 53, 54, 57, 60-62 inclusive, 64, 72-80 inclusive, 82, 83, the last sentence of Regulation 84, 85-87 inclusive, 93, 94, 112, 115 and 118 shall not apply to the Company.

INTERPRETATION

- 3 Words and expressions which bear particular meanings in Table A shall bear the same meanings in these articles. References in these articles to writing include references to any method of representing or reproducing words in a legible and not-transitory form. Headings are for convenience only and shall not affect construction.
- 4 In these Articles and in Table A, so far as it applies to the Company, unless the context otherwise requires, the following expressions shall have the meanings hereby assigned to them -

"The Act"	The Companies Act 1985 (as amended)
"The Statutes"	The Act and every other statute for the time being in force concerning companies and affecting the Company.
"These Articles"	These Articles of Association as from time to time altered.
"Director"	A person holding office as a Director of the Company provided that no person shall be deemed to be a Director for any purpose by reason only of his holding the title "Alternate Director", "Practice Director", "Executive Director", "Regional Managing Director", "Regional Director", "Associate Director", "Assistant Director" or "Divisional Director". "Directors" and "Board" or "Board of Directors" shall be construed accordingly

Words denoting the singular shall include the plural and vice versa Words denoting the masculine shall include the feminine Words denoting persons shall include bodies corporate and unincorporated associations.

References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force (whether coming into force before or after the adoption of these Articles).

References to "committees" shall, unless the context otherwise requires, include "sub-committees"

PRIVATE COMPANY

- 5 The Company is a private company limited by shares and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited

SHARE CAPITAL

- 6 The authorised share capital of the Company at the date of the adoption of these Articles is £4,000,000 divided into 4,000,000,000 Ordinary Shares of £0 10 each and \$10,000,000 divided into 10,000,000 Ordinary Shares of \$1 00 each
- 7 The Company shall not have power to issue share warrants to bearer

RIGHTS ATTACHED TO SHARES

- 8 Subject to the provisions of the Act and to any rights conferred on the holders of existing shares or class of shares, any share may be issued with or have attached to it such rights and restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed, or so far as the resolution does not make specific provision, as the Directors may decide

UNISSUED SHARES

- 9 Subject to the provisions of the Act and to these Articles, all unissued shares of the Company (whether or not forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such times and for such consideration and upon such terms and conditions as they may determine

INITIAL AUTHORITY TO ISSUE RELEVANT SECURITIES

- 10 Subject to any direction to the contrary which may be given by the Company in general meeting, the Directors shall be generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Act to exercise all powers of the Company to allot relevant securities for a period expiring on the fifth anniversary of the date of adoption of this article. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of this article or such other amount as may from time to time be authorised by the Company in general meeting. The authority conferred on the Directors by this Article may be revoked, varied or reviewed from time to time by the Company in general meeting in accordance with the Act.

EXCLUSION OF PRE-EMPTIVE RIGHTS

- 11 Section 89(1) of the Act and the provisions of sub-sections (1) to (6) inclusive of section 90 of the Act shall not apply to the allotment by the Company of any equity security.

ISSUE OF REDEEMABLE SHARES

- 12 Subject to the provisions of and so far as may be permitted by the act, the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder on such terms as may be provided by the articles.

LIEN ON SHARES

- 13 Regulation 8 shall be modified by omitting therefrom the words "(not being a fully paid share)".

TRANSFER OF SHARES

- 14 The Directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share unless the transfer is pursuant to a share charge, share pledge or similar agreement or arrangement and the directors will register any such transfer.

NOTICE OF GENERAL MEETINGS

- 15 Notice of every General Meeting shall be given to all members (other than any who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company). The last sentence of Regulation 38 shall not apply

PROCEEDINGS AT GENERAL MEETINGS

- 16 A poll may be demanded at any General Meeting of the Company by the Chairman or by any member present in person or by proxy, and entitled to vote Regulation 46 shall be modified accordingly

VOTES OF MEMBERS

- 17 Every member present in person or by proxy shall on a show of hands have one vote, and upon a poll have one vote for every share held by him
- 18 Subject to the provisions of the Act, a resolution in writing signed by all members for the time being entitled to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held Any such resolution may consist of several documents in the like form each signed by one or more of the members (or being corporations by their duly authorised representatives)

DELIVERY OF PROXIES

- 19 Any instrument appointing a proxy may be in any usual or common form or in the form of a facsimile or other machine made copy of the instrument appointing a proxy or in any other form which the Directors may approve Such instruments (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 the meeting or adjourned meeting or poll but in any event before the time appointed for holding the meeting or adjourned meeting or for the taking of the poll An instrument of proxy shall not be treated as valid until such delivery shall have been effected.

MEMBERS' RESOLUTION

- 20 A resolution in writing signed by a member or members representing not less than 90% in aggregate of the total voting rights of all the members of the Company having the right to vote at General Meetings, shall be as effective as if the same had been duly passed at a General Meeting and may consist of several documents in the like form, each signed by one or more persons, but a resolution so signed shall not be effective to do anything required by law to be done in General Meeting or by Special or Extraordinary Resolution. In the case of a corporation, the resolution may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative

DIRECTORS

- 21 The minimum number of Directors shall be two and there shall be no maximum number
- 22 A Director shall not be required to hold any shares of the Company by way of qualification.
- 23 The remuneration of the Directors shall be such sums as shall from time to time be voted to them by the Company in General Meeting and such remuneration shall be divided amongst the Directors in such proportions and manner as such resolution shall determine or, in default of such determination, equally. Any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled to rank in such division for a proportion of remuneration related to the period during which he has held office
- 24 The Directors shall also be entitled to be repaid all reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from Board Meetings. In the event of there being any dispute as to a reasonableness of any such expenses the same shall be referred to the Directors who shall determine the question and whose determination shall be final and binding upon both the Company and the Director in question
- 25 The Directors may grant special remuneration to any Director who, being called upon, shall be willing to render any special or extra service to the Company or to go to or reside in any place other than where he usually resides, in connection with the conduct of the affairs of the Company. Such special remuneration shall be paid to such Director in addition to his ordinary remuneration as a Director and may be payable by a lump sum or by way of salary, or by a percentage of profits, or by any or all those modes.

APPOINTMENT OF DIRECTORS BY BOARD

- 26 Without prejudice to the powers conferred by any other article, any person may be appointed a Director by the Directors, either to fill a vacancy or as an additional Director
- 27 Any provision of the Statutes which, subject to the provisions of these Articles, would have the effect of rendering any person ineligible for appointment or election as a Director or liable to vacate office as a Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment or election of any Director over a specified age, shall not apply to the Company.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 28 The office of a Director shall be vacated not only upon the happening of any of the events specified in regulation 81 of Table A but also if he is removed from office pursuant to Article 51(a) Regulation 81 shall be modified accordingly.

POWERS AND DUTIES OF DIRECTORS

- 29 The Company in a General Meeting may by Ordinary Resolution at any time and from time to time, give directions to the Directors concerning the management of the Company (including, without limitation, procedural and administrative matters) or the policy to be adopted by the Directors in relation to such management The Directors shall use all reasonable endeavours to exercise their powers so as to manage the business of the Company in a manner consistent with such direction or directions, provided that no person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder, and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors Regulation 70 shall be modified accordingly.
- 30 A Director may be a party to or in any way interested in any contact or transaction or arrangement to which the Company is a party or in which the Company is in any way interested A Director may hold and be remunerated in respect of any office or place of profit (other than the office of Auditor of the Company or any subsidiary company thereof) under the Company or any other company in which the Company is in any way interested, and he or any firm of which he is a member may act in a professional capacity of the Company or any such other company and be remunerated therefore. On any matter in which a Director is 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 from all profits, benefits and advantages directly or indirectly accruing to him thereunder or in consequence thereof.

- 31 A Director who is in any way whether directly or indirectly interested in a contract, transaction or arrangement or a proposed contract, transaction or arrangement with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. A general notice given to the Directors by any Director, to the effect that he is a member of any specified company or firm, and is to be regarded as interested in any contract, transaction or arrangement which may thereafter be made with that company or firm, or to the effect that he is to be regarded as interested in any contract, transaction or arrangement which may thereafter be made with a specified person who is connected with him (within the meaning of Section 346 of the Act), shall be deemed a sufficient declaration of interest in relation to any such contract, transaction or arrangement, provided that no such notice shall be of effect, unless either it is given at a meeting of the Directors, or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors, or the Director takes reasonable steps to secure that it is brought up and read at the next meeting of the Directors after it is given.
- 32 The Directors shall have power to pay and agree to pay gratuities, pensions or other retirement, superannuate, death or disability benefits to (or to any person in respect of) any Director or ex Director and for the purpose of providing any such gratuities, pensions or other benefits to contribute to any scheme or fund or to any premiums
- 33 Without prejudice to the provisions of Article 50 the Directors shall have power to purchase and maintain insurance for or for the benefit of any persons who are or were at any time Directors, officers, employees of the Company, or for any other company which is its holding company or in which the Company or of such holding company or any of the predecessors of the Company or of such holding company has any interest whether directly or indirectly or which is in any way allied to or associated with the Company, or of any subsidiary undertaking of the Company or of any such other company, or who are or were at any time trustees of any pension fund or employees' share scheme in which employees of the Company or of any other such company or subsidiary undertaking 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 other such company, subsidiary undertaking, pension fund or employees' share scheme

NOTICE OF BOARD MEETINGS

- 34 Notice of a meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally, or by word of mouth, or sent in writing to him at his last known address in the United Kingdom, or any other address given by him to the Company for this purpose, or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of meetings of the Directors shall during his absence be sent in writing to him at an address or to a facsimile or telex number given by him to the Company for this purpose, but if no request is made to the Directors, it shall not be necessary to give notice of a meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 shall be modified accordingly.

PROCEEDINGS OF DIRECTORS

- 35 Without prejudice to the obligations of any director to disclose his interest in accordance with Section 317 of the Act or Article 30 a director may vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in respect of which he has, directly or indirectly, an interest or duty. The Director must be counted in a quorum present at a meeting when any such resolution is under consideration and if he votes his vote must be counted.
- 36 Subject to any regulations, the proceedings of a committee of two or more members shall be governed by the Articles regulating the proceedings of directors so far as they are capable of applying. The Directors may delegate any of their powers, authorities and discretions to committees consisting of such person or persons (whether a member or members of their body or not) as they think fit. Any committee so formed shall in the exercise of the powers, authorities and discretions so delegated, conform to any regulations which may be imposed on it by the Directors.
- 37 A resolution in writing signed by all the Directors, for the time being in the United Kingdom or by an alternate Director for the time being in the United Kingdom shall be as valid and effectual as a resolution duly passed and may consist of several documents each signed by one or more of the Directors.
- 38 The Directors may dispense with the keeping of attendance books for the meetings of the Directors or committees of the Board.

CASTING VOTE

- 39 Questions arising at any meeting of the Directors shall be determined by a majority of votes. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

BORROWING POWERS

- 40 Subject to the provision of the Statutes, the Directors may exercise all the powers of the Company to borrow money, to enter into any guarantee or contract of indemnity or suretyship, and to provide security, including without limitation, the guarantee and provision of security for the performance of the obligations of and the payment of any money by any person including, without limitation, any body corporate which includes for the time being the Company's holding company, the Company's ultimate parent company, the Company's subsidiary, a subsidiary of the Company's holding, or ultimate parent company, or any person which is for the time being a member or otherwise has an interest in the Company or is associated with the Company in any business or venture, with or without the Company receiving any consideration or advantage

PARTICIPATION IN BOARD MEETINGS BY TELEPHONE

- 41 Subject to the provisions of these Articles, the Directors may participate in a meeting of the Board or of any committee of the Directors by means of a conference telephone or any similar communications equipment which allows all persons participating in the meeting to hear each other at the same time. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting is located

PRACTICE, EXECUTIVE, REGIONAL MANAGING, REGIONAL, ASSOCIATE, ASSISTANT AND DIVISIONAL DIRECTORS

- 42 The Directors may at any time and from time to time give any Group Employee the title of either "Practice Director", "Executive Director", "Regional Managing Director", "Regional Director", "Associate Director", "Assistant Director" or "Divisional Director"
- 43 The titles "Practice Director", "Executive Director", "Regional Managing Director", "Regional Director", "Associate Director", "Assistant Director" and "Divisional Director" shall be courtesy titles and a person given such title shall not by reason of possession of such title be deemed a Director of the Company for purposes of the Act, these articles or for any other purpose whatsoever and, without limitation, such a person shall not be deemed to have the right to exercise any of the rights or powers or to have any of the duties or responsibilities of, a Director.
- 44 The Directors may at any time withdraw the title "Practice Director", "Executive Director", "Regional Managing Director", "Regional Director", "Associate Director", "Assistant Director" and "Divisional Director" from any person without assigning reasons therefor and the title shall be deemed to have been

withdrawn from a given person in the event of that person ceasing to be a Group Employee

- 45 In this Article the expression "Group Employee" shall mean an employee of the Company or the Company's holding company or the Company's ultimate parent company, or the Company's subsidiary or a subsidiary of the Company's holding or ultimate parent company
- 46 The powers given to the Directors by this Article shall be without prejudice to any other powers of the Directors under these Articles.

SECRETARY

- 47 If at any time the office of Secretary shall be vacant or if there is for any reason no Secretary capable of acting, the Directors may appoint any other officer of the Company to perform the duties of the Secretary for the duration of such vacancy or incapacity as the case may be

NOTICES

- 48 Any notice or other document (including a share certificate) may be served on or delivered to any member of the Company either personally, or by sending it by post addressed to the member at his registered address or by facsimile or telex to a number provided by the member for this purpose or by leaving it at his registered address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders

TIME OF SERVICE

- 49 Any notice or other documents, if sent by post, shall be deemed to have been served or delivered twenty four hours (or, where second class mail is employed, forty-eight hours) after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by facsimile or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent

INDEMNITY

- 50 Subject to the provisions of and so far as may be consistent with the Statutes, every Director, Secretary or other officer of the Company or its subsidiary undertakings shall be entitled to be indemnified by the Company out of its own funds against 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 an officer or employee of the Company and in which judgement 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) 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

OVERRIDING PROVISIONS

51 Whenever the immediate parent company (hereinafter called "the Parent Company") is a subsidiary of Willis Corroon Group plc (or Willis Corroon Group Limited after its re-registration) and holds shares which in aggregate entitle their holder to exercise not less than 90% of the total voting rights of all members of the Company having the right to vote at General Meetings (for which purpose shares held by any subsidiary of the Parent Company shall be deemed to be held by the Parent Company), the following provisions shall apply and to the extent of any inconsistency shall have overriding effect over all other provisions of these Articles -

- (a) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed or remove any Director from the office of Managing Director;
- (b) no Director or Alternate Director shall be appointed without the consent of the Parent Company which consent may be given either orally or by a Director or the Secretary of the Company or in writing,
- (c) the Directors shall not without the consent of the Parent Company.-
 - (i) exercise the powers under Article 33 hereof; or
 - (ii) sell the whole or a substantial part of the undertaking of the Company, or
 - (iii) acquire any substantial assets or the shares or debentures of any other company, or
 - (iv) allot, grant options over or otherwise deal with any shares of the Company, or
 - (v) register any transfer of any share whether or not it is a fully paid share, to one of their number.
- (d) the Parent Company may at any time by notice in writing to all the members of the Company entitled under these articles to receive notice of

General Meetings convene any Extraordinary General Meeting of the Company, provided that such notice shall not be effective to convene such meeting unless it would have been effective for such purposes had it been given by the Company.

SOLE MEMBER

52 If and for so long as the Company has only one member:

- (a) in relation to a general meeting, the sole member or a proxy for that member or (if the member is a corporation) a duly authorised representative of that member is a quorum and Regulation 40 of Table A is modified accordingly,
- (b) a proxy for the sole member may vote on a show of hands and regulation 54 of Table A is modified accordingly,
- (c) the sole member may agree that any general meeting, other than a meeting called for the passing of an elective resolution, be called by shorter notice than that provided for by the articles, and
- (d) all other provisions of the articles apply with any necessary modification (unless the provision expressly provides otherwise).