

No.

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THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

DE FACTO 807 LIMITED

Company Number

3881169

(Passed 10 February 2000)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened and held at 10 Snow Hill, London EC1A 2AL on 10 February at 2.20 p.m. the following resolutions were passed as a special resolution.

SPECIAL RESOLUTIONS

1. THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "Aon UK Trustees Limited".
2. THAT, pursuant to section 4 of the Companies Act 1985, the objects of the Memorandum of Association of the Company be deleted in their entirety and the objects contained in the document submitted to the meeting and for the purposes of identification signed by the chairman be approved and adopted as the objects of the Memorandum of Association of the Company in substitution for and to the exclusion of the existing objects of the Memorandum of Association of the Company.
3. THAT, pursuant to section 9 of the Companies Act 1985, the Articles of Association of the Company be deleted in their entirety and the regulations contained in the document submitted to the Meeting and for the purpose of identification signed by the Chairman be approved and adopted as the articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
4. THAT, the Company having been dormant since its formation and the conditions of section 250(2) of the Companies Act 1985 being met, pursuant to section 250(1) of the Companies Act 1985 the Company be made exempt from Part VII of the Companies Act 1985 relating to the audit of accounts

"FOR INFORMATION ONLY" THIS RESOLUTION PROCESSED SEPARATELY

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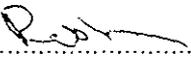
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5.

ELECTIVE RESOLUTION

- (A) THAT, pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of the Company's Accounts and reports before the Company in general meetings in 2000 and subsequent years;
- (B) THAT, pursuant to section 366(a) of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings in 2000 and subsequent years.
- (C) THAT, pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.


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TRIVERS SMITH BRAITHWAITE
(authorised signatory)

Secretary