

Company Number: 03897234

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

DANAMERE EMPLOYEE BENEFITS LIMITED

Passed 6 June 2001

On the above date the sole member of the Company entitled to attend and vote at general meetings of the Company resolved by way of Ordinary and Special resolutions:

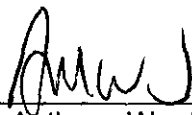
IT IS RESOLVED That:

ORDINARY RESOLUTION

- 1 The Company's authorised share capital be amended by sub-dividing the Company's existing authorised share capital (both issued and unissued) of 1,000 ordinary shares of £1 each into 10,000 ordinary shares of 10p each.

SPECIAL RESOLUTION

- 2 The Company adopt new articles of association in the form of the articles annexed to this notice.



Anthony Ward
Secretary

