

Company No: 4618038

**Special
Resolution**

The Companies Act 1985

Private Company Limited by Shares

of DOLFMAY LIMITED

At an Extraordinary General Meeting of the above-named Company
duly convened and held at 6-8 Underwood Street, London N1 7JQ
on 19th December, 2002
the subjoined SPECIAL RESOLUTION was duly passed, viz:-

Resolution

That the existing Clause 3(A) of the Memorandum of Association
of the Company be deleted, and that the attached Clause 3(A)
be substituted in its place.



Signed

For and on behalf of
Waterlow Nominees Limited



Waterlow Legal & Company Services
6-8 Underwood Street, London, N1 7JQ
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The Companies Act 1985

(As amended by the Companies Act 1989)

Private Company Limited by Shares

MEMORANDUM OF ASSOCIATION

of

MARLIN CAPITAL EUROPE PORTFOLIO GROUP LIMITED

(As amended by Special Resolution passed on 19 December 2002)

1. The Company's name is * MARLIN CAPITAL EUROPE PORTFOLIO GROUP LIMITED
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-
 - (a) (i) The acquisition of consumer and commercial debt;
The operation of call centres and debt recovery business;
 - (iii) The development and sale of software applicable to the financial services industry and the debt recovery industry;
 - (iv) The doing of all such other things as are incidental or conducive to the attainment of the foregoing objectives or as the company may from time to time determine; and
 - (v) To undertake all or any of the following objects:

* The name of the company was changed from DOLFMAY LIMITED on 22nd January 2003.