

For info only



RESOLUTION IN WRITING OF THE SOLE MEMBER

OF


LOTHIAN FIFTY (741) LIMITED

REGISTERED NUMBER: 213979

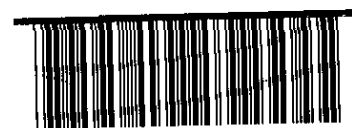
DATED: 12 January 2001

We, Burness (Nominees) Limited, being the sole member of the above company and having the right to attend and vote at a general meeting of the company hereby resolve that the name of the company be changed to:

1. That the name of the company be changed to "HENDERSON PRIVATE CAPITAL (GP) LIMITED".
2. That the regulations in the document marked A be adopted as new Articles of Association of the company in place of and to the exclusion of all other Articles of Association.
3. That the Memorandum of Association of the company be amended by the deletion of the existing Clause III sub-clause 1 (a) and that the attached be adopted as a new Clause III sub-clause 1 (a).


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AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
BURNES (NOMINEES) LIMITED
SOLE MEMBER





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COMPANIES HOUSE 15/01/01
COMPANIES HOUSE 15/01/01