

Registered number 1451456

COMPANIES ACT 1985
(as amended)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

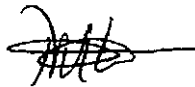
of

WILLIS CORROON GROUP SERVICES LIMITED

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 16 November 1999, the following resolution was duly passed as a Special Resolution:

'That the issued share capital of the Company be and is hereby reduced from £100,000,000 divided into 100,000,000 ordinary shares of £1 each to £5,000,000 by cancelling and extinguishing 95,000,000 ordinary shares of £1 each registered in the name of Willis Faber Limited'.

Certified to be a true copy:



T M Warren
Secretary

