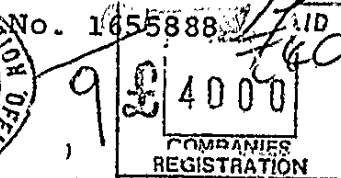


The Companies Acts 1948 to 1981



Company limited by Shares

Special Resolutions
of

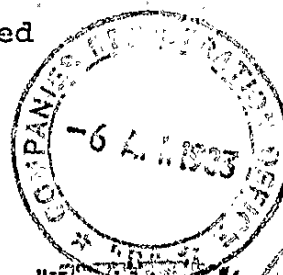
Skidchime Limited /

passed on
15th March 1983

At an Extraordinary General Meeting of the
Company duly convened and held on 15 March 1983
the following resolutions were duly passed
as Special Resolutions :-

Special Resolutions

1. That the name of the Company be changed to "Hamilton Insurance Company Limited"
2. That the nominal capital of the Company be increased from £100 to £1,000,000 divided into 1,000,000 ordinary shares of £1 each
3. That the objects of the Company be amended by deleting Clause 3(A) of the Memorandum of Association and substituting the following new Clause 3(A) :-



BANC
007917
£40



(A) (1) To undertake and carry on all or any of the following classes of general insurance business namely accident, sickness, land vehicles, railway rolling stock, aircraft, ships, goods in transit fire and natural forces, damage to property, motor vehicle liability, aircraft liability, liability for ships, general liability, credit, suretyship, miscellaneous financial loss and legal expenses and to transact all or any other kinds of insurance and carry on all or any other classes of insurance business.

(2) To acquire or extinguish or otherwise deal with any insurance made with the company.

(3) To grant, purchase, or sell endowments and annuities, either for lives or for years, or on survivorships, and either immediate, deferred, determinable, contingent or reversionary and other estates, interests, and securities, whether in real or personal property, and generally to undertake and transact all matters and business which may be in any way connected with or depend on contingencies.

(4) To re-insure or counter-insure any of the risks undertaken by the company.

(5) To effect as agents for others insurances of every kind and against every and any contingency.

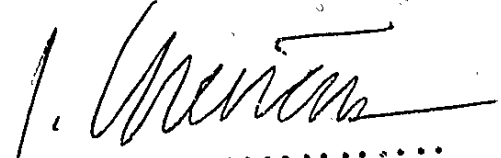
(6) To create or set aside out of the capital or revenue of the company, a special fund, or special funds, and to give to any class of its policy-holders, annuitants, or creditors, any preferential right over any fund or funds so created, and for such or any other purposes of the company to place any portion of the company's property in the names or under the control of the trustees, and to give any class of insurers a right to participate in the profits of the company or any branch of its business.

(7) To apply out of the revenue or otherwise out of the funds of the company in each year until the first valuation of the company's risks any sum not exceeding the gross amount realised, irrespective of expenses, during the year, from interest on invested capital or other sources of income or profit, in or towards the payment of a dividend upon the capital called up and paid, and to spread any preliminary expenses, including such interest, over any subsequent years.

4. That the Articles of Association of the Company be amended by deleting Article 22 and substituting the following new Article :-

INDEMNITY

22. In addition to the indemnity contained in regulation 136 of Table A, and subject to the provisions of Section 205 of the Act, every director, managing director, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all expenses and liabilities arising out of any act, suit or proceeding, civil or criminal, or threat thereof incurred by him in or about the execution and discharge of the duties of his office. A person shall not be so indemnified (a) in relation to any matter in an action, suit or proceeding, as to which he shall finally be adjudged to have been guilty of breach of duty as such director or officer of the Company or (b) in relation to any matter in such action, suit or proceeding, or threat thereof, which has been made the subject of a compromise settlement; unless in either such case the person acted in good faith for a purpose which he reasonably believed to be in the best interests of the Company and, in a criminal action or proceeding, in addition, had no reasonable cause to believe his conduct was unlawful.


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Chairman