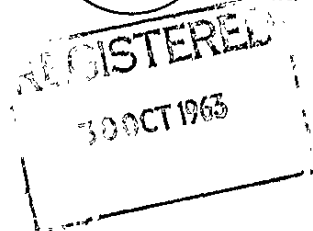
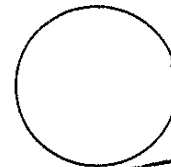




Certificate No.

Form No. 41.

THE COMPANIES ACT, 1948.



DECLARATION of Compliance with the requirements of the Companies Act, 1948, when applying for Registration of a Company.

Insert the Name of the Company.

CROFTLAKE
LIMITED.

Presented for filing by

LEWIS, COATES & LUCAS, LTD.



TELEPHONE, TEMPLE BAR 6927 (3 lines).

TELEGRAMS: "NFCOMPLAN" LONDON.

LEWIS, COATES & LUCAS, LTD.

Company Registration Agents

6-9, Surrey St., Strand, W.C.2.

I, STANLEY HERBERT LUCAS

6, SURREY STREET, STRAND, LONDON, W.C.2.

of

(a) Here insert:
"A Solicitor of the
"Supreme Court"
"engaged in the
"formation."

or
"A person named
"in the Articles of
"Association as a
"Director" or
"Secretary."

Do solemnly and sincerely declare that I am ^(a) a person
named in the Articles of Association as Secretary

20

of CROFTLAKE

Limited, and that all the requirements of the Companies Act, 1948,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declaration Act, 1935."

6 Surrey Street,
Declared at
Strand, London, W.C.2.

the 23rd day of October 1963

Before me,

Anthony VdR. Cohen

Commissioner for Oaths. [or a Notary Public or
Justice of the Peace.]

This margin is reserved for binding.

Certificate No.

779100

2

Form No. 25.

COMPANY LIMITED BY SHARES.

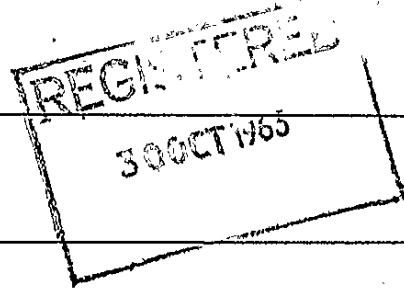


STATEMENT OF THE NOMINAL CAPITAL

OF

CROFTLAKE

LIMITED.



NOTE—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Documents when application is made for the Company to be registered.

Presented for filing by

LEWIS, COATES & LUCAS, LTD.
6-9, SURREY STREET,
STRAND, LONDON, W.C.2.

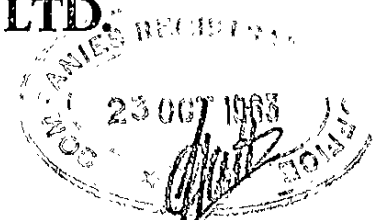
TELEPHONE . TEMPLE BAR 0927 (3 lines).

TELEGRAMS : "NUNCOMPLAN, ESTRAND, LONDON."

LEWIS, COATES & LUCAS, LTD.

Company Registration Agents

6-9, Surrey St., Strand, W.C.2.



THE NOMINAL CAPITAL

OF

CROFTLAKE

Limited,

is £ 100 , divided into 100

Shares of One Pound each

Signature⁽¹⁾

M. Lucas

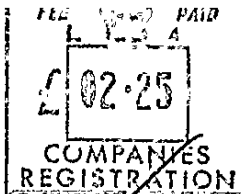
Officer

Secretary.

Dated the 23rd day of October 19 63.

(1) This Statement should be signed by a Director, Secretary or other authorised officer of the Company

This margin is reserved for binding.



L2.5.0

THE COMPANIES ACT, 1948.

779100

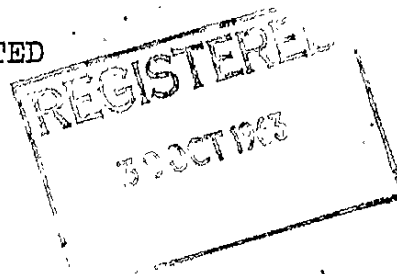
3

COMPANY LIMITED BY SHARES.

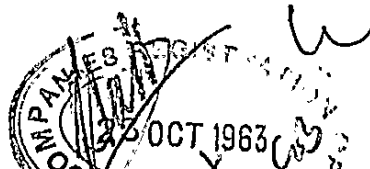
Memorandum of Association

OF

CROFTLAKE LIMITED



1. The name of the Company is "CROFTLAKE LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (a) (1) To carry on business as insurance brokers and agents in respect of all classes of insurance, including aviation and air-craft risks of all kinds, fire, marine, life, accident, burglary, workmen's compensation, indemnity, motor, plate glass, live stock, fidelity and boiler insurances.
 - (2) To act as estate agents, business and general transfer agents, surveyors, assessors, valuers, and salvage and average adjustors.
 - (3) To negotiate and arrange mortgages, loans and advances, partnerships, and the sale and purchase of businesses or shares therein and properties of all kinds.



- (b) To carry on any other business, whether subsidiary or not, which can in the opinion of the Company be carried on conveniently or advantageously in connection with the business of the Company.
- (c) To acquire and undertake upon such terms as the Company shall deem expedient the whole or part of the undertaking, assets or liabilities of any person or body owning any business within the objects of the Company, or whose business, or any part of whose business, may conveniently or advantageously be combined with the business of the Company, or any of whose property is suitable for the purposes of the Company.
- (d) To purchase, take on lease, hire or otherwise acquire and hold any lands, hereditaments, buildings, plant, machinery, goods, chattels, or real or personal property of any kind, or any right or interest therein or thereover (and whether in possession or reversion or remainder) which the Company may think desirable in connection with its business.
- (e) To acquire in such manner and upon such terms as the Company shall think fit, secret processes, inventions, patents, copyrights, designs or trade marks or any interest therein, the acquisition of which shall seem beneficial to the Company.
- (f) To construct, alter, remove or replace any buildings, erections, structures, roads, railways, reservoirs, machinery, plant, or tools, or works of any description, or to contribute to the costs thereof, as may seem desirable in the interests of the Company.
- (g) To enter into partnership or amalgamate with any person or body for the purpose of carrying on any business or transaction within the objects of the Company, and to enter into such arrangements for co-operation, sharing profits, losses, mutual assistance, or other working arrangements as may seem desirable.
- (h) To manage, develop, sell, lease, mortgage, grant licences or rights of, in, or over, or otherwise turn to account, any property or assets of the Company.

- (i) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and, when thought desirable, to execute and issue security of such kind, subject to such conditions, for such amount, and payable in such place and manner, and to such person, as the Company shall think fit, including in the power aforesaid (and without prejudice to its terms) the power to issue as primary, or collateral, or other security, debentures, debenture stock (perpetual or otherwise), mortgages, charges or securities over the whole or any part of its assets, present or future (including uncalled capital), as the Company shall think fit.
- (j) To receive loans at interest or otherwise, from and to lend money and give credit to, and to guarantee and become or give security for the performance of contracts by, and act as bankers for, any person or company, where the so doing may seem advantageous or desirable in the interests of the Company.
- (k) To invest, lend, or otherwise deal with un-employed moneys, in such manner, and upon such terms, as may be thought fit, and to vary investments.
- (l) To acquire and hold, sell, mortgage, or deal with the shares, stock, bonds, debentures or securities of or in any other company or body (whether such Shares or securities be fully paid or not) where the so doing may seem desirable in the interests of the Company.
- (m) To draw, accept, endorse, issue, or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments.
- (n) To promote any company to acquire the whole or any part of the assets or liabilities of this Company, or for any other purpose which may seem desirable in the interests of this Company, and to subscribe, acquire, underwrite, or place, or assist in so doing, the whole or part of the Shares or securities of such Company.

- (o) To pay gratuities or pensions or allowances on retirement to any directors who have held any other salaried office or place of profit with the Company or to their widows or dependants and to make contributions to any fund and to pay premiums for the purchase or provision of any such gratuity, pension or allowance and to promote or assist, financially whether by way of contributions, donations, the payment of premiums or otherwise, any fund or scheme for the benefit, wholly or in part, of directors, ex-directors, or employees, or ex-employees, of the Company, or their dependants or relatives, or for charitable purposes generally.
- (p) To remunerate employees and servants of the Company and others out of or in proportion to the returns or profits of the Company or otherwise as the Company shall think fit; and to promote and give effect to any scheme or arrangement for sharing profits with employees, whether involving the issue of shares or not.
- (q) To pay for any property or assets acquired by the Company by the issue of fully or partly paid Shares of the Company, with or without any preferred or special rights or privileges, or by the issue of debentures or other securities, with or without special rights or privileges.
- (r) To pay the costs and expenses of or incidental to the promotion and establishment of the Company, or to contract for the payment of the same in whole or in part by others.
- (s) To aid, financially or otherwise, any association or body having for an object the promotion of trade or industry.
- (t) To act as or through trustees, agents, secretaries, managers, brokers or subcontractors, and to perform the duties of any office undertaken by the Company.
- (u) To sell or otherwise dispose of the undertaking and assets of the Company, or any part thereof, for any consideration thought fit, and in particular for Shares, debentures or other securities of other companies.

- (v) To procure the Company to be registered or recognised in any overseas country or place, and to exercise any of the objects or powers aforesaid in any part of the world.
- (w) To distribute among the Members any assets of the Company in specie, but so that no such distribution which would amount to a reduction of capital shall be made without such sanction (if any) as may be required by law.
- (x) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (y) The objects set forth in any sub-clause of this clause shall not, except where the context so requires, be limited or restricted by reference to or inference from any other sub-clause or by the name of the Company, and none of such sub-clauses shall be deemed to be subsidiary merely to the first or any other sub-clause, but the objects specified in each sub-clause shall, except where the context otherwise requires be deemed to be main objects of the Company.

4. The liability of the Members is limited. ✓

5. The Share Capital of the Company is £100 divided into One hundred Shares of One pound each. ✓
Subject and without prejudice to any special rights or privileges for the time being attached to any special class of issued shares, any of the shares in the original capital of the Company for the time being unissued, and any new Shares from time to time created, may be issued with any preference, whether in respect of dividend or of repayment of capital, or both, or with any other special privilege or advantage over any other Shares previously issued, or then about to be issued, and with any special or restricted rights or without any right of voting or otherwise, and generally on such terms and subject to such conditions and provisions as may from time to time be determined by the Company, and if at any time the capital of the Company shall be divided into Shares of different classes, the rights attached to any class shall not be varied except in accordance with the provisions of Clause 4 of Part I of Table "A" in the First Schedule to the Companies Act 1948.

WE, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>Lucas</i> STANLEY H. LUCAS, 6 Surrey Street, Strand, London, W.C.2. Law Stationer	<i>one</i> One
<i>Dean</i> FRANCIS A. DEAN 6 Surrey Street, Strand, London, W.C.2. Traveller.	<i>One</i> One

DATED the 23rd day of October 1963

WITNESS to the above Signatures :-

G. Higgins
G. HIGGINS,
282, Kingston Road,
New Malden,
Surrey.

Secretary.

THE COMPANIES ACT, 1948.

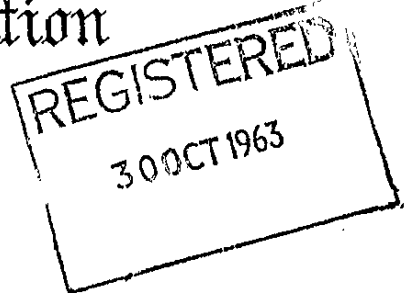
779100

COMPANY LIMITED BY SHARES.



Articles of Association

OF



CROFTLAKE LIMITED

PRELIMINARY.

1. Subject as hereinafter provided, the regulations in Table "A" (Part 1) in the First Schedule to the Companies Act 1948 shall apply to the Company, and such Table is hereinafter referred to as Table "A".

2. The Company is registered as a Private Company within the meaning of Section 28 of the Companies Act 1948, which is hereinafter referred to as "the Act", and accordingly :-

- (A) The right to transfer Shares is restricted in manner hereinafter provided.
- (B) The number of the Members of the Company (not including persons who are in the employment of the Company and persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of that employment to be, Members of the Company) is limited to fifty. Provided that where two or more persons hold one or more Shares in the Company jointly, they shall, for the purpose of this Article, be treated as a single person.

- (C) Any invitation to the Public to subscribe for any Shares or debentures of the Company is prohibited.
- (D) The Company shall not have power to issue share warrants to bearer.

SHARES.

3. Subject to the provisions of Clause 2 hereof the Shares of the Company shall be allotted by the Directors to such persons at such times and upon such terms and conditions and either at a premium or at par as they think fit, and with full power to give to any person the call of any Shares either at par or at a premium during such time and for such consideration as the Directors think fit.

LIEN.

4. The Company shall have a lien on every Share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Clause 11 of Table "A" the words "not being a fully paid Share" and "other than fully paid Shares" shall be omitted; and the words "a single person" shall be deleted and the words "any Member, whether alone or jointly with other Members" shall be substituted therefor.

CALLS ON SHARES.

5. In Clause 15 of Table "A" the words "provided that no call shall exceed one-fourth of the nominal value of the Share or be payable at less than one month from the date fixed for the payment of the last preceding call" shall be omitted.

TRANSFER AND TRANSMISSION OF SHARES.

6. The following provision shall have effect and shall be added after Clause 23 of Table "A", viz :-

23.(A) Any Share may be transferred by a Member to his or her wife or husband, descendant, parent, brother or sister, or to a person who is already a Member of the Company. Any share may also be transferred by the person entitled to transfer the same to the Trustees of the Will of a deceased Member or to a new Trustee for the purpose of effectuating the appointment of a new trustee or to the legatee or next-of-kin of a deceased Member or to a beneficiary under a trust created by a deceased Member.

7. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of Shares, whether fully paid or not, not being a transfer to a person who is already a Member of the Company or to a transferee under Clause 6 hereof. Clause 24 of Table "A" shall not apply. ✓

CONVERSION OF SHARES INTO STOCK.

8. Clauses 40 to 43 inclusive of Table "A" shall not apply.

GENERAL MEETINGS.

9. In Clause 49 of Table "A" the words "one Member" shall be substituted for the words "two Members".

PROCEEDINGS AT GENERAL MEETINGS.

10. Two Members present in person or by proxy shall form a quorum and Clause 53 of Table "A" shall be modified accordingly.

11. One Member present in person or by proxy may demand a poll and Clause 58 of Table "A" shall be deemed to be altered and modified accordingly.

12. Subject to the provisions of the Act a Resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

DIRECTORS.

13. Clause 75 of Table "A" shall not apply, and the following Clause shall be substituted therefor, viz :-

75. The number of Directors shall not be more than five, but the Company in General Meeting may reduce or increase this limit. The first Directors shall be appointed by the Subscribers to the Memorandum and Articles of Association.

POWERS AND DUTIES OF DIRECTORS.

14. Clause 79 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

79. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purposes of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

DISQUALIFICATIONS OF DIRECTORS.

15. Clause 88 of Table "A" shall not apply, and the following Clause shall be substituted therefor :-

88. The office of Director shall be vacated if the Director :-

- (A) Fails to obtain his qualification (if any) within one month from the date of his appointment or thereafter ceases at any time to hold his qualification.
- (B) Becomes bankrupt or suspends payment or compounds with his creditors.
- (C) Becomes prohibited from being a Director by reason of any Order made under Section 188 of the Companies Act 1948.
- (D) Is found lunatic or becomes of unsound mind.
- (E) Is absent from Directors' meetings for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.
- (F) Resigns his office by notice in writing to the Company.

ROTATION OF DIRECTORS.

16. In Clause 89 of Table "A" the words "all the Directors shall retire from office" shall be deleted.

PROCEEDINGS OF DIRECTORS.

17. Clause 106 of Table "A" shall not apply, and the following Clause shall be substituted therefor:-

106. A resolution determined on without any meeting of Directors and evidenced by writing signed by all the Directors for the time being entitled to receive notice of a meeting of Directors, or all the members of a Committee, shall be as valid and effectual as a resolution duly passed at a meeting of the Directors or of such committee, as the case may be.

INDEMNITY.

18. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities (including any such liability as is referred to in Section 205 of the Companies Act, 1948) which he may sanction or incur in or about the execution of his duties of office or otherwise in relation thereto, and no Director or other Officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. This Article shall only have effect so far as its provisions are not avoided by the said Section.

ACCOUNTS.

19. The Directors may at any time require any person whose name is entered in the register of members of the Company to furnish them with any information supported (if the Directors so desire) by a statutory declaration, which they may consider necessary for the purpose of determining whether or not the Company is an exempt private company within the meaning of Section 129 of the Companies Act 1948.

SECRETARY.

20. The first Secretary of the Company shall be STANLEY HERBERT LUCAS.

Names, Addresses and Descriptions of Subscribers.

Lucas
STANLEY H. LUCAS,
6 Surrey Street,
Strand,
London, W.C.2.

Law Stationer.

Dean
FRANCIS A. DEAN,
6 Surrey Street,
Strand,
London, W.C.2.

Traveller.

DATED the 23rd day of October 1963

WITNESS to the above Signatures :-

G. Higgins
G. HIGGINS,
282, Kingston Road,
New Malden,
Surrey.

Secretary.

WE CERTIFY that this Document was
produced by our Lithographic Printing
Process.

For LEWIS COAST

AE

DUPLICATE FOR THE FILE.

No. 779100



Certificate of Incorporation

I Hereby Certify that

CROFTLAKE LIMITED

is this day incorporated under the Companies Act, 1948, and that the Company is Limited.

Given under my hand at London this **THIRTIETH DAY OF OCTOBER**
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

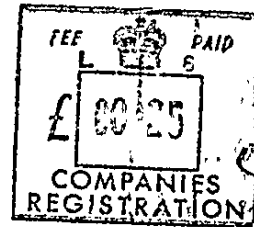
Assistant Registrar of Companies.

Certificate
received by

Production for Lewis Coates

Date. *30/10/63*

No. of Company: 779100



The Companies Act 1948.

Company limited by shares.

SPECIAL RESOLUTION

PASSED 9th December, 1963,

CROFTLAKE LIMITED

REGISTERED

21 DEC 1963

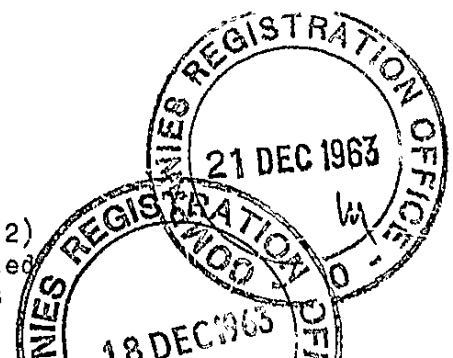
At an Extraordinary General Meeting of CROFTLAKE LIMITED
duly convened and held at 12, Meadow Way, Upminster, Essex, on
the 9th December, 1963, the following Resolution was passed
as a SPECIAL RESOLUTION :-

"THAT the name of this Company be changed to
SOUTH ESSEX INSURANCE BROKERS LIMITED."

W. G. Fehler

W.G. Fehler.
Chairman.

We certify that, to the best of our knowledge
and belief, the conditions mentioned in sub-section (2)
of Section 129 of the Companies Act 1948, are satisfied
at the date of this return and have been satisfied at
all times since 30th October 1963



No. 779100



B



Reference: C.R. 98/7342/63

BOARD OF TRADE

COMPANIES ACT, 1948

CROFTLAKE LIMITED

Pursuant to the provisions of Sub-Section (1) of Section 18 of the Companies Act, 1948, the Board of Trade hereby approve of the name of the above-named Company being changed to

SOUTH ESSEX INSURANCE BROKERS LIMITED

REGISTERED

30 DEC 1963

Signed on behalf of the Board of Trade

this THIRTIETH DAY OF DECEMBER

ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

L.S. Whitfield

Authorised in that behalf by the
President of the Board of Trade

C. 60

Wt. 24477/4878 5000 5/63 B. L. & Co. Ltd. Gp. 891/439

DUPLICATE FOR THE FILE.

No. 779100



Certificate of Incorporation on Change of Name

Whereas

CROFTLAKE LIMITED

was incorporated as a limited company under the
COMPANIES ACT, 1948,

on the **THIRTIETH DAY OF OCTOBER, 1963**

And Whereas by special resolution of the Company and with the approval of the Board of Trade it has changed its name.

Now therefore I hereby certify that the Company is a limited company incorporated under the name of

SOUTH ESSEX INSURANCE BROKERS LIMITED

Given under my hand at London, this **THIRTIETH DAY OF DECEMBER**
ONE THOUSAND NINE HUNDRED AND SIXTY THREE.

Certificate received by

Post

L. S. Whitfield

Assistant Registrar of Companies.

Date **30-12-63.**

COMPANY NO: 779100

21

The Companies Acts 1948 to 1967.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

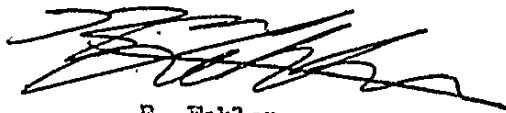
SOUTH ESSEX INSURANCE BROKERS LIMITED.

Passed on the 10th September, 1969.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Peartree House, North Road, South Ockendon, Essex, on Wednesday the 10th September, 1969, the subjoined SPECIAL RESOLUTION was duly passed:-

SPECIAL RESOLUTION

THAT the Share Capital of the Company be and is hereby increased from £100 to £1,000 by the creation of 900 shares of £1 each, such shares ranking pari passu with the existing shares.



B. Fehler.
Chairman.



No. of Company 779100 *22*

THE COMPANIES ACT, 1948.

COMPANIES
REGISTRATION

Notice of Increase in Nominal Capital.

Pursuant to Section 63.

Name _____
 of _____
 Company SOUTH ESSEX INSURANCE BROKERS *9* **Limited.**

This Notice must be sent to the Registrar within 15 days from the date of the passing of the Resolution by which the Increase has been authorised, under a penalty for default.

A Statement of the increase of the Nominal Capital must be filed pursuant to S. 112, Stamp Act, 1891, as amended by S. 39 of the Finance Act, 1920. If not so filed within 15 days of the passing of the Resolution, interest on the duty at the rate of 5 % per annum will be charged by virtue of S. 5 of the Revenue Act. 1903.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

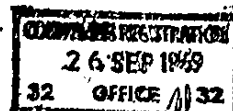
85 & 86, LONDON WALL, LONDON, E.C.2;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Billsons, Cullen & Co.,116/126, Cannon Street,LONDON, E.C.4.

TO THE REGISTRAR OF COMPANIES.

SOUTH ESSEX INSURANCE BROKERS

_____ Limited, hereby gives you notice pursuant to
section 63 of The Companies Act, 1948, that by (a) Special

Resolution of the Company dated the _____ tenth _____ day of _____

September, 1969, the nominal Capital of the Company has been increased by the addition thereto of the sum of £900

beyond the Registered Capital of £ 100

The additional Capital is divided as follows:—

Number of Shares

Class of Shares

Nominal amount
of each share

900

Ordinary

£1

The Conditions (b) subject to which the new Shares have been or are to be issued are as follows:—

ranking pari passu with the existing shares

Signature

Director.

Director.
(State whether Director or Secretary.)

Dated the 13 day of September 1966

(a) "Ordinary," "Extraordinary," or "Special."

(b) e.g., voting rights, dividend rights, winding up rights, etc.

(If any of the new Shares are Preference Shares state whether they are redeemable or not.)

No. of Certificate.

779 100

23

CCD / 4-10



SOUTH ESSEX INSURANCE BROKERS



Statement of Increase of Nominal Capital pursuant to s. 112 of the Stamp Act, 1891. (NOTE.—The Stamp Duty on an increase of Nominal Capital is Ten shillings for every £100 or fraction of £100—Section 41, Finance Act, 1933.)

This statement is to be filed within 15 days after the passing of the Resolution by which the Registered Capital is increased, and if not so filed Interest on the Duty at the rate of 5 per cent. per annum from the passing of the Resolution is also payable (s. 5, Revenue Act, 1903).

NOTE.—Attention is drawn to Section 63 of the Companies Act, 1948, relative to the filing of a Notice of Increase and a printed copy of the Resolution authorising the Increase.

PUBLISHED AND SOLD BY

WATERLOW & SONS LIMITED,

LAW AND COMPANIES' STATIONERS AND REGISTRATION AGENTS,

85 & 86, LONDON WALL, LONDON, E.C.3;

49, PARLIAMENT STREET, WESTMINSTER, S.W.1; 107, PARK LANE, MARBLE ARCH, W.1;

77, COLMORE ROW, BIRMINGHAM, 3; 109, THE HEADROW, LEEDS, 1;

12 & 14, BROWN STREET, MANCHESTER, 2.

Presented by

Billsons, Cullen & Co.,

116/126, Cannon Street,

London, E.C.4.



25

The NOMINAL CAPITAL of _____

SOUTH ESSEX INSURANCE BROKERS _____ Limited

has by a Resolution of the Company dated 10th September, 1969, _____

been increased by the addition thereto of the sum of £ 900 _____, divided into

_____ 900 shares of £ 1 _____ each beyond the Registered Capital of

£100

Signature _____

State whether Director or Secretary Director. _____

Date 13th day of September 19 69

NOTE—This margin is reserved for Binding, and must not be written across.

Company No. 779100

146
THE COMPANIES ACTS 1948 and 1967

RECEIVED

SPECIAL RESOLUTION

OF

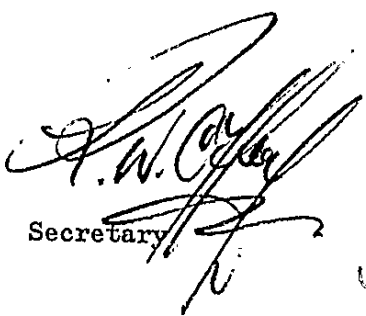
SOUTH ESSEX INSURANCE BROKERS LIMITED

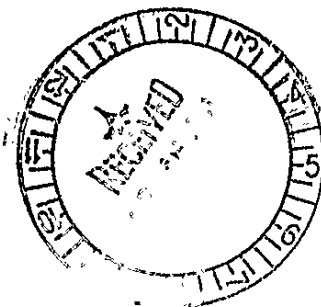
PASSED 17th JANUARY 1981

At an EXTRAORDINARY GENERAL MEETING convened and held at short notice with the consent of all members entitled to attend and vote, and held at Peartree House, South Ockenden, Essex on 17th January 1981, the following resolution was passed as a SPECIAL RESOLUTION:-

That subject to the Board of Trade approval the name of the Company be changed to :-

SOUTH ESSEX INSURANCE BROKERS GROUP LIMITED


Secretary



Please forward Certificate of
Incorporation to
HART & GARDNER LIMITED
via Companies House London

53707



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 779100

I hereby certify that

SOUTH ESSEX INSURANCE BROKERS LIMITED

having by special resolution and with the approval of the Secretary of State changed
its name, is now incorporated under the name of

SOUTH ESSEX INSURANCE BROKERS GROUP LIMITED

Given under my hand at Cardiff the

17TH FEBRUARY 1981

A handwritten signature in dark ink, appearing to read 'E. A. Wilson'.

E. A. WILSON

Assistant Registrar of Companies



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 779100

The Registrar of Companies for England and Wales hereby certifies that
SOUTH ESSEX INSURANCE BROKERS GROUP LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SOUTH ESSEX INSURANCE GROUP LIMITED

Given at Companies House, Cardiff, the 25th March 1994


M.LEWIS

For the Registrar of Companies



C O M P A N I E S H O U S E

SOUTH ESSEX INSURANCE BROKERS GROUP LIMITED

Company No. 779100



At an Extraordinary General Meeting of the above named Company held at South Essex House, North Road, South Ockendon, Essex RM15 6NU on Thursday 17th March 1994 at noon, the following Special Resolution was passed:

Special Resolution

"That the name of the Company be changed from South Essex Insurance Brokers Group Limited to South Essex Insurance Group Limited"

Dated 17th March 1994
By order of the Board

Director

Registered Office:

South Essex House
North Road
South Ockendon
Essex
RM15 6NU