

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1206978

The Registrar of Companies for England and Wales hereby certifies that

CGU RISK MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of

THOMAS MILLER RISK MANAGEMENT (UK) LTD

Given at Leeds, the 1st October 2001



C012069780

A handwritten signature in black ink, appearing to read 'H. Gumbs.'.

H. GUMBS (MISS)

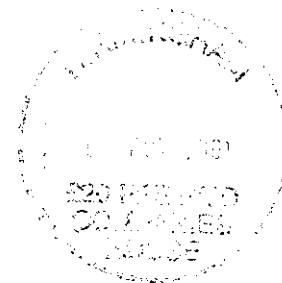
For The Registrar Of Companies



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

Number of Company: 1206978

Hoyds T.S.B
LTD
294812



The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

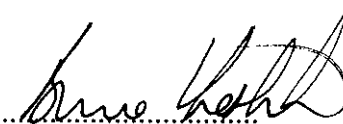
CGU RISK MANAGEMENT LIMITED

Passed on 28th September 2001

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at International House, 26 Creechurch Lane, London EC3A 5BA on 28th September 2001 the following Resolution was duly passed as a SPECIAL RESOLUTION

SPECIAL RESOLUTION

- (1) "THAT the name of the Company be changed from '**CGU Risk Management Limited**' to '**Thomas Miller Risk Management (UK) Ltd**'."


Chairman

