No. 3718196

SO DO DECISIRATION

COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

43

LEADCOLT LIMITED,

At an Extraordinary General Meeting of the above-named Company, duly convened, and held at Fulham Palace, Bishops Avenue, London SW6 6EA on the day of May 1983, the following Resolution as duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT the name of the Company be changed to Ecclesiastical Holdings Limited.

CHATAMAN CHATAMAN

JORDAN & SONS LTD.

JORDAN HOUSE.

OBSTIBLAG

47 BRUNSWICK PLACE, LONDON NI 6EE

TEL. 01 253 3030 TELEX 261010



FILE COPY



ON CHANGE OF NAME

No.

1718196

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Thereby certify that

LEADCOLT LIMITED

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

ECCLESIASTICAL HOLDINGS LIMITED

Given under my hand at the Companies Registration

Office, Cardiff the

31ST MAY 1983

D. W. DAVIES

an authorised officer

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION AS A PUBLIC COMPANY

No. 1718196

I hereby certify that

ECCLESIASTICAL HOLDINGS PUBLIC LIMITED COMPANY

has this day been re-registered under the Companies Acts 1948 to 1980 as a public company, and that the company is limited.

Dated at Cardiff the

8TH JUNE 1983

T.G.THOMAS

Assistant Registrar of Companies



ECCLESIASTICAL HOLDINGS PUBLIC LIMITED COMPANY

EXTRACT of MINUTES of the Annual General Meeting of the company held on Thursday, 6th July 1989.

Change of Name

As special business the change of name of the company was considered and by Special Resolution it was Resolved:-

THAT the name of the Company be changed to Ecclesiastical Insurance Group plc.

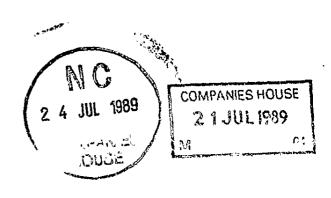
Dated 12th July 1989

Certified true and correct

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Company No. 1718196

Registered Office Beaufort House Brunswick Road Gloucester GL1 1JZ



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1718196

I hereby certify that

ECCLESIASTICAL HOLDINGS PUBLIC LIMITED COMPANY

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

ECCLESIASTICAL INSURANCE GROUP plc

Given under my hand at the Companies Registration Office, Cardiff the 7 AUGUST 1989

F. A. JUCEPH

7. a. Joseph.

an authorised officer