

FILE COPY



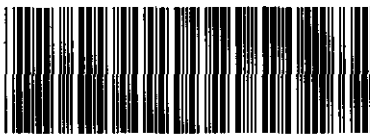
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1951502

The Registrar of Companies for England and Wales hereby certifies that
BRENDON (PERSONAL INSURANCE) SERVICES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LLOYD & WHYTE PORTUGAL LIMITED

Given at Companies House, Cardiff, the 23rd September 2005



C01951502M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

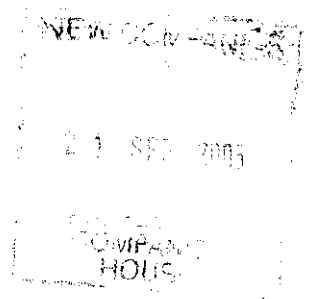


Companies House
— for the record —

BRENDON (PERSONAL INSURANCE) SERVICES LIMITED

THE COMPANIES ACT 1985

REGISTERED NUMBER: 01951502



Resolution of the type and in the terms specified below as passed by the Members of the Company named above at their Extraordinary General Meeting duly convened and held at Affinity House, Bindon Road, Taunton, Somerset on 19 September 2005:

SPECIAL RESOLUTION

000190/10

THAT the name of the company be changed to

LLOYD & WHYTE PORTUGAL LIMITED

.....
M M Pyke
Director



.....20/9/2005.....
Date