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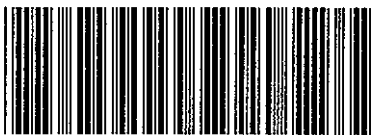
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1987857

The Registrar of Companies for England and Wales hereby certifies that
DIXON DOBSON & CARVER LIMITED

having by special resolution changed its name, is now incorporated
under the name of
COUNTRYWIDE INSURANCE SERVICES LIMITED

Given at Companies House, Cardiff, the 13th August 1998



C01987857C

N. Butler
N. BUTLER

For the Registrar of Companies



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

HC006B

Company No. 01987857

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

SPECIAL RESOLUTION

of

DIXON, DOBSON & CARVER LIMITED

passed on 3 August 1998



Pursuant to Section 381A of the Companies Act 1985, we the undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at the General Meetings of the Company, hereby RESOLVE that the following resolution be passed:

SPECIAL RESOLUTION

"The name of the Company be changed to Countrywide Insurance Services Limited".

Dated the 3rd day of August 1998 at 10.30 a.m.

For and on behalf of
HAMBRO COUNTRYWIDE PLC

.....
DIRECTOR/SECRETARY

.....
Hambro Countrywide PLC
Sole Shareholder

Presented by:

S Law
Hambro Countrywide PLC
Kingsgate
1 King Edward Road
Brentwood
Essex CM14 4HG