

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2191976

The Registrar of Companies for England and Wales hereby certifies that
CHASE PARKINSON LIMITED

having by special resolution changed its name, is now incorporated

under the name of

TOWERGATE CHASE PARKINSON LIMITED

Given at Companies House, Cardiff, the 24th October 2000



C02191976N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

076813

Company No. 2191976



CHASE PARKINSON LIMITED

WRITTEN RESOLUTIONS OF SOLE MEMBER

PURSUANT TO the Articles of Association of the Company and Regulation 53 of Table A (as defined therein) and pursuant to Section 381(a) of the Companies Act 1985 (as amended) (the "Act"), we, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company, **HEREBY AGREE AND CONFIRM** that the following resolution shall for all purposes be as valid and effectual as if it had been passed as a special resolution at a general meeting of the Company duly convened and held and accordingly **WE HEREBY RESOLVE:**

SPECIAL RESOLUTION

THAT the name of the Company be and is hereby changed from "**CHASE PARKINSON LIMITED**" to "**TOWERGATE CHASE PARKINSON LIMITED**".

.....
a director duly authorised for and on behalf of
TOWERGATE UNDERWRITING GROUP LIMITED

Dated 17th October 2000



A17 *ATF7EUUS* 0050
COMPANIES HOUSE 19/10/00