

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2221244

The Registrar of Companies for England and Wales hereby certifies that

GE INSURANCE HOLDINGS LIMITED

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

NM INSURANCE HOLDINGS LIMITED

Given at Companies House, London, the 4th April 2007



C022212443

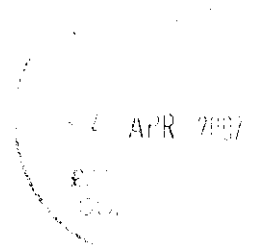


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

700463
Company No. 02221244



GE Insurance Holdings Limited

**Resolution in Writing of the sole shareholder of the above Company pursuant to
Section 381A of the Companies Act 1985**

WE, the undersigned being the sole shareholder of the Company which at the date of hereof entitled to attend and vote at a general meeting of the Company, hereby pass the following resolution in writing, such resolution to have the effect as a Special Resolution pursuant to Section 381A of the Companies Act 1985 as amended.

IT IS HEREBY RESOLVED:-

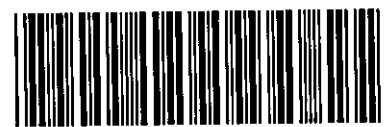
THAT the name of the Company be changed to:

NM Insurance Holdings Limited

for and on behalf of Swiss Re GB Plc

Dated this 4 day of APRIL 2007

WEDNESDAY



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LD1 04/04/2007 65
COMPANIES HOUSE