

Company Number 2445040

THE COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

INDEMNITY INSURANCE LIMITED

PASSED ON 4TH AUGUST 2010

At an Extraordinary General Meeting of the Company duly convened and held at 280 Bishopsgate, London, EC2M 4RB on 4th August 2010 the following resolution was duly passed.

SPECIAL RESOLUTION

1. That the Regulation contained in the document marked 'A' (Copy Attached) and signed on behalf of the shareholder of the purposes of identification be approved and adopted as Clause 19 and Clause 20 of the Articles of Association of the Company

Penny Hukhungs

Company Secretary

THURSDAY



A14 *AIGIDMVK* 26/08/2010 353
COMPANIES HOUSE

COMMITTEES OF DIRECTORS

19. Committees of directors

The Directors may delegate any of their powers, authorities or discretions (including, for the avoidance of doubt, any powers, authorities or discretions relating to the remuneration of Directors, the varying of Directors' terms and conditions of employment or the conferring of any benefit on Directors) to committees consisting of such Directors, or any other person, as the Directors think fit. Insofar as any such power, authority or discretion is delegated to a committee, any reference in these presents to the exercise by the Directors of the power, authority or discretion so delegated shall be read and construed as if it were a reference to the exercise by such committee. Any committee so formed shall in the exercise of the powers, authority or discretions so delegated conform to any regulations which may from time to time be imposed by the Directors. Subject to such regulations, any member of a committee may enjoy voting rights in the committee. Any delegation under this Article shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate to sub-committees or any other person any of the powers, authorities or discretions delegated, and may be made subject to such conditions as the Directors may specify, and may be revoked or altered. The Directors may at any time dissolve any such committee or revoke, vary or suspend any delegation made to any such committee.

20. Proceedings of committee

The meetings and proceedings of any such committee consisting of two or more members (including the exercise of all powers, authorities and discretions vested in such committee) shall be governed by the provisions of these presents regulating the meetings and proceedings of the Directors, so far as the same are applicable and are not superseded by any regulations made by the Directors under the last preceding Article.

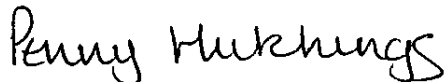
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Company Secretary

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Company Number 2445040

THE COMPANIES ACT 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

M E M O R A N D U M

(As adopted by Special Resolution passed on 16th January 1990)

and

A R T I C L E S O F A S S O C I A T I O N

(Amended by Special Resolution passed on 4th August 2010)

of

I N D E M N I T Y I N S U R A N C E L I M I T E D

(Incorporated 21st November 1989)

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2445040

The Registrar of Companies for England and Wales hereby certifies that
HIH INDEMNITY INTERNATIONAL LTD

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

Given at Companies House, Cardiff, the 13th June 2002



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

HC006B

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2445040

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INDEMNITY INTERNATIONAL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
HIH INDEMNITY INTERNATIONAL LTD

Given at Companies House, Cardiff, the 15th January 1999

CU2445040E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2445040

I hereby certify that

BREVERT LIMITED

having by special resolution changed its name,

is now incorporated under the name of

INDEMNITY INTERNATIONAL LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 6 MARCH 1990

A handwritten signature in black ink, appearing to read 'G. Bre', with a horizontal line above it.

an authorised officer

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2445040

I hereby certify that

BREVERT LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 21 NOVEMBER 1989

A handwritten signature in dark ink, appearing to read 'D. James'.

D. JAMES

an authorised officer

The Companies Act, 1985

COMPANY LIMITED BY SHARES

Memorandum of Association of

INDEMNITY INSURANCE LIMITED

- 1 The name of the Company is "Indemnity Insurance Limited"
- 2 The Registered Office of the Company will be situate in England
- "3. The Objects for which the Company is established are:-

(A) To undertake and carry on, whether by way of direct insurance or re-insurance or otherwise, all classes of general insurance business including accident and health insurance business, motor insurance business, marine and transport insurance business, aviation insurance business, fire and other damage to property insurance business, liability insurance business, credit and suretyship insurance business and other general insurance business, and all classes of long term insurance business, including life and annuity insurance business, marriage and birth insurance business, linked long term insurance business, permanent health insurance business, tontine business, capital redemption insurance business, pension fund management business and other long term insurance business and to transact any and all other kinds of insurances and carry on any and all other classes of insurance business and for the purposes of this subclause the expressions used shall have the meanings respectively ascribed to them in Part II of Schedule 2 to the Insurance Companies Act 1982 and in Schedule 1 to that Act.

(B) To re-insure or counter-insure all or any of the risks undertaken by the Company.

(C) To effect as agent for others insurances of every kind and against every and any contingency.

(D) To create or set aside out of the capital or revenue of the Company a special fund, or special funds, and to give to any class of its policy-holders, or creditors, any preferential right over any fund or funds so created, and for such or any other purpose of the Company to place any portion of the Company's property in the names or under the control of trustees, and to give any class of policyholders a right to participate in the profits of the Company or any branch of its business.

(E) To advance moneys at interest on the security of any freehold, leasehold or other property in England or Wales, or of any estate or interest in any such property and, in particular, on the security of any life insurance policy or the combined security of land and any such policy.

(F) To carry on any other trade or business whatever which, in the opinion of the Board of Directors, can be advantageously carried on in connection with or ancillary to any of the above mentioned businesses or is calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.

(G) To enter into such commercial or other transactions in connection with any trade or business of the Company as may seem desirable to the Board of Directors for the purpose of the Company's affairs.

(H) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.

(I) To invest and deal with the moneys of the Company not immediately required in any manner and hold and deal with any investment so made.

(J) To pay or to provide or to make such arrangements for providing such gratuities, pensions, benefits, share option and acquisition schemes, loans and other matters and to establish, support, subsidise and subscribe to any institutions, associations, clubs, schemes, funds or trusts (whether to or for the benefit of present or past directors or employees of the Company or its predecessors in business or of any company which is a subsidiary company of the Company or is allied to or associated with the Company or with any such subsidiary company or to or for or for the benefit of persons who are or were related to or connected with or dependants of any such directors or employees) as

may seem to the Board, Directors directly or indirectly to advance the interests of the Company.

(K) To draw, make, accept, indorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments.

(L) To act as agents, brokers or trustees, and to enter into such arrangements (whether by way of amalgamation, partnership, profit sharing, union of interests, co-operation, joint venture or otherwise) with other persons or companies as may seem to the Board of Directors to advance the interests of the Company and to vest any property of the Company in any person or company on behalf of the Company and with or without any declaration of trust in favour of the Company.

(M) To apply for, promote and obtain any Act of Parliament, Charter, privilege, concession, licence or authorisation of any government, state or municipality, or any other department or authority, or enter into arrangements with any such body, for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem to the Board of Directors to be expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.

(N) To sell, lease, dispose of, grant rights over or otherwise deal with the undertaking, property or assets of the Company or any part thereof on such terms as the Board of Directors may decide, and to distribute any property or assets of the Company of whatever kind in specie among the members of the Company.

(O) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part, or by any other method the Board of Directors think fit.

(P) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, old, dispose of and deal with, and guarantee the payment of interest, dividends and capital on, all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue upon such terms as the Board of Directors may decide.

(Q) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.

(R) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Board of Directors of the Company may think fit.

(S) To raise or borrow money in such manner as the Board of Directors may think fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and upon such terms and conditions as the Board of Directors may think fit.

(T) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms and conditions as the Board of Directors may think fit.

(U) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

(V) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it may seem to the Board of Directors to be in the interests of the Company or its members to contribute to or support.

(W) To do all or any of the above things in any part of the world whether as principals or agents or trustees or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.

(X) To do all such other things as may be considered by the Board of Directors to further the interests of the Company or to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each subclause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred."

4 The liability of the members is limited

5 *The share capital of the Company is £1,000 divided into 1,000 shares of £1 00 each

*Note

The share capital of the Company was increased from £1,000 to £50,000,000 by Ordinary Resolution passed on 16th January 1990

WE, the several persons whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS	Number of shares taken by each subscriber
<p>GERALD LEWIN 1st Floor Offices 8-10 Stamford Hill London N16 6XZ Company Registration Agent</p>	ONE
<p>MICHAEL HOLDER 1st Floor Offices 8-10 Stamford Hill London N16 6XZ Company Registration Agent</p>	ONE

Dated this 10 day of NOV 1989

WITNESS to the above signature-

VIVIENNE LEWIN
1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Director



The Companies Act, 1985

COMPANY LIMITED BY SHARES

Articles of Association of

INDEMNITY INSURANCE LIMITED

(amended by Special Resolution passed on 4th August 2010)

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A in the Companies (Tables A-F) Regulations 1985 (hereinafter referred to as Table A) shall apply to the Company.

2. Regulations 2, 3, 40, 64, 73-80 (inclusive), 94, 95, 96 and 99 of Table A aforesaid shall not apply to the Company, but the Articles hereinafter contained together with the remaining regulations of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.

CAPITAL

3. *The initial share capital of the Company is £1,000 divided into 1,000 shares of £1 each.

4. The shares of the Company, whether forming part of the original capital or of any increased capital, may be allotted or otherwise disposed of to such persons and for such consideration and upon such terms as the Directors may determine subject, in the case of any shares forming part of any increased capital, to such directions as to the allotment or disposal thereof as may be given by the Company in general meeting at the time of the creation of such shares and subject also to the provisions of Regulation 2 in Table A.

5. Subject to the provisions of the Act any Preference Shares may be issued on the terms that they are, or at the option of the Company are liable to be redeemed.

TRANSFER OF SHARES

6. Any share may be transferred by a member to his or her spouse or lineal descendant and any share of a deceased member may be transferred to any such relation as aforesaid of the deceased member. Save as aforesaid the Directors, in their absolute discretion and without assigning any reason therefor, may decline to register the transfer of any share whether or not it is a fully paid share. The first sentence of Regulation 24 shall not apply to the company.

DIRECTORS

7. No person shall be appointed a Director at any general meeting unless:-

(a) he is recommended by the Directors; or

(b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating the particulars that would, if he were so appointed, be required to be included in the Company's register of Directors together with notice executed by that person of his willingness to be appointed.

8. Subject as aforesaid, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

9. The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting but shall be eligible for reappointment at such annual general meeting. If not so reappointed he shall vacate office at the conclusion thereof.

*Note

The share capital of the Company was increased from £1,000 to £50,000,000 by Ordinary Resolution passed on 16th January 1990

10. A Director who has disclosed his interest in accordance with Regulations 85 and 86 of Table A and the provision of the Act may vote in respect of any contract, proposed contract or any arrangement in which he is interested directly or indirectly and such Director shall be counted in the quorum at any meeting at which such contract or proposed contract or arrangement is being considered.

11. A Director may hold any other office or place of profit under the Company (other than the office of Auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine.

12. Any Director may act by himself or his firm in a professional capacity for the Company, and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director to act as Auditor for the Company.

13. The Company shall not be subject to Section 293 of the Act, and accordingly any person may be appointed or elected as a Director whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attended to age of seventy years or any other age.

BORROWING POWERS

14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject to Section 80 of the Act, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

SECRETARY

15. The Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. If at any time there shall be no Secretary or for any reason no Secretary capable of acting, the Directors may appoint an assistant or deputy Secretary.

DIRECTORS

16. The first Director or Directors of the Company shall be the persons named in the statement delivered under Section 10 of the Act.

17. Unless and until otherwise determined by the Company in General Meeting the number of Directors (other than alternate directors) shall not be less than one. If any time and from time to time there shall be only one Director (other than alternate directors) of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors, and regulation 89 in Table A shall be modified accordingly.

SECRETARY

18. The first Secretary of the Company shall be the person named in the statement delivered under section 10 of the Act.

COMMITTEES OF DIRECTORS

19. Committees of directors

The Directors may delegate any of their powers, authorities or discretions (including, for the avoidance of doubt, any powers, authorities or discretions relating to the remuneration of Directors, the varying of Directors' terms and conditions of employment or the conferring of any benefit on Directors) to committees consisting of such Directors, or any other person, as the Directors think fit. Insofar as any such power, authority or discretion is delegated to a committee, any reference in these presents to the exercise by the Directors of the power, authority or discretion so delegated shall be read and construed as if it were a reference to the exercise by such committee. Any committee so formed shall in the exercise of the powers, authority or discretions so delegated conform to any regulations which may from time to time be imposed by the Directors. Subject to such regulations, any member of a committee may enjoy voting rights in the committee. Any delegation under this Article shall, in the absence of express provision to the contrary in the terms of delegation, be deemed to include authority to sub-delegate to sub-committees or any other person any of the powers, authorities or discretions delegated, and may be made subject to such conditions as the Directors may specify, and may be revoked or altered. The Directors may at any time dissolve any such committee or revoke, vary or suspend any delegation made to any such committee.

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NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

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1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Registration Agent



MICHAEL HOLDER

1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Registration Agent



Dated this 10 day of NOV 1989

WITNESS to the above signatures-

VIVIENNE LEWIN

1st Floor Offices
8-10 Stamford Hill
London N16 6XZ

Company Director

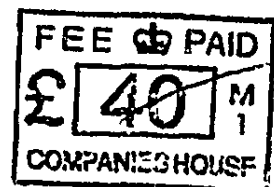


COMPANY NO. 2445040

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

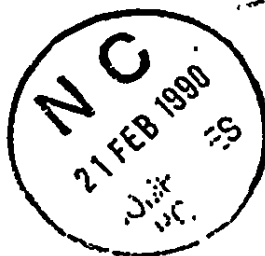
SPECIAL RESOLUTION OF BREVERT LIMITED



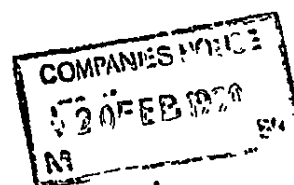
At an Extraordinary General Meeting of the above named Company duly convened and held at Cuthbert Heath House, 150 Minorities, London EC3N 1NR on the 16th day of January 1990, the following SPECIAL RESOLUTIONS were duly passed:

SPECIAL RESOLUTIONS

1. "THAT with the consent of the Department of Trade the name of the Company be changed to INDEMNITY INTERNATIONAL LIMITED".
2. "THAT the Memorandum of Association of the Company be amended with respect to its objects by deleting the existing Clause 3 and by substituting the Clause 3 as contained in the printed document annexed hereto and for the purpose of identification, initialled by the Chairman".
3. "THAT the share capital of the Company be increased from £1,000 to £50,000,000 by the creation of 49,999,000 Ordinary Shares of £1 each, such shares to rank pari passu in all aspects within the existing share capital of the Company".



R. R. Ireland
Chairman



24-5043

Memorandum of Association

R. P. H. And

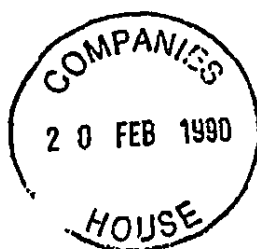
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- (E) To advance moneys at interest on the security of any freehold, leasehold or other property in England or Wales, or of any estate or interest in any such property and, in particular, on the security of any life insurance policy or the combined security of land and any such policy.
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- (H) To apply for, purchase or otherwise acquire, protect, maintain and renew any patents, patent rights, trade marks, designs, licences and other intellectual property rights of all kinds or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired and to experiment with any such rights which the Company may propose to acquire.
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(P) To establish or promote companies and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, old, dispose of and deal with, and guarantee the payment of interest, dividends and capital on, all or any of the shares, debentures, debenture stock or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue upon such terms as the Board of Directors may decide.

(Q) To co-ordinate, finance and manage all or any part of the operations of any company which is a subsidiary company of or otherwise under the control of the Company and generally to carry on the business of a holding company.

(R) To carry on through any subsidiary or associated company any activities which the Company is authorised to carry on and to make any arrangements whatsoever with such company (including any arrangements for taking the profits or bearing the losses of any such activities) as the Board of Directors of the Company may think fit.

(S) To raise or borrow money in such manner as the Board of Directors may think fit and to receive deposits and to mortgage, charge, pledge or give liens or other security over the whole or any part of the Company's undertaking, property and assets (whether present or future), including its uncalled capital, for such purposes and in such circumstances and upon such terms and conditions as the Board of Directors may think fit.

(T) To lend or advance money and to give credit and to enter (whether gratuitously or otherwise) into guarantees or indemnities of all kinds, and whether secured or unsecured, whether in respect of its own obligations or those of some other person or company in such circumstances and upon such terms and conditions as the Board of Directors may think fit.

(U) To pay or agree to pay all or any of the promotion, formation and registration expenses of the Company.

(V) To contribute to or support any public, general, political, charitable, benevolent or useful object, which it may seem to the Board of Directors to be in the interests of the Company or its members to contribute to or support.

(W) To do all or any of the above things in any part of the world whether as principals or agents or trustees or otherwise and either alone or jointly with others and either by or through agents, subcontractors, trustees or otherwise.

(X) To do all such other things as may be considered by the Board of Directors to further the interests of the Company or to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that (a) the objects set forth in each subclause of this clause shall not be restrictively construed but the widest interpretation shall be given thereto, and (b) the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether corporate or unincorporate and whether domiciled in the United Kingdom or elsewhere, and (c) except where the context expressly so requires, none of the several paragraphs of this clause, or the objects therein specified, or the powers thereby conferred shall be limited by, or be deemed merely subsidiary or auxiliary to, any other paragraph of this clause, or the objects in such other paragraph specified, or the powers thereby conferred."

ACCEPT UNSTAMPED £10

RE/CN 20189

SIGNED E. Neeson

DATE 12.1.99

**SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACT**

COMPANY NUMBER : 2445040

COMPANY NAME : Indemnity International Limited

At an ~~Extraordinary General~~ * / ~~Annual General~~ * / General * Meeting of the members
of the above named company, duly convened and held at :

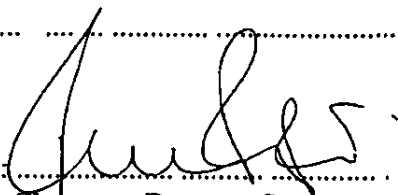
85 GRACECHURCH STREET
LONDON EC3V 0AA

on the .. 22ND .. day of .. DECEMBER .. 1998

The following Special Resolution was duly passed :

That the name of the Company be changed to :

NEW NAME . H.I.H. INDEMNITY INTERNATIONAL LTD .

Signature : 
Chairman, Director, Secretary or Officer of the Company

Notes :

* Please delete as appropriate.

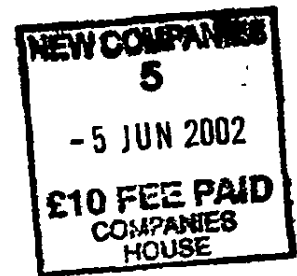
N B. The copy Resolution must be filed with the Registrar of Companies within 15
days after the passing of the Resolution. Please insert name and address to
which the certificate is to be sent:

Mr R L Piper
Indemnity International Limited
85 Gracechurch Street
London
EC3V 0AA

CON 66109 AM
66109

Company Number : 02768209 2443040

THE COMPANIES ACT 1985 AND 1989



WRITTEN RESOLUTION

of

HIH INDEMNITY INTERNATIONAL LIMITED
(the "Company")



In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in and modified by the Company's articles of association), we, being all the members of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at an extraordinary general meeting at which we were present hereby unanimously RESOLVE that the following resolution be passed as a written resolution having effect as a special resolution of the Company and agree that the said resolution shall for all purposes be valid as if the same had been passed at an extraordinary general meeting of the Company duly convened and held:-

SPECIAL RESOLUTION

THAT subject to obtaining the consent of the Registrar of Companies, the name of the Company be changed to Indemnity Insurance Limited

Date: 28 May 2002

SIGNED by THOMAS RIDDELL
(without personal liability)
for and on behalf of
HIH EUROPEAN HOLDING
COMPANY LIMITED
as Liquidator appointed by
creditors on 24 October 2001