

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF A PUBLIC COMPANY AS A PRIVATE COMPANY

Company No. 2772002

The Registrar of Companies for England and Wales hereby certifies that

LOMBARD INSURANCE GROUP LIMITED

formerly registered as a public company has this day been re-registered under the Companies Act 1985 as a private company, and that the company is limited.

Given at Companies House, London, the 20th December 1996

A handwritten signature in black ink, appearing to read 'L. Connelly', written over a horizontal line.

L. CONNELLY



For The Registrar Of Companies



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