

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2814534

The Registrar of Companies for England and Wales hereby certifies that
RSA GLOBAL NETWORK LIMITED

having by special resolution changed its name, is now incorporated
under the name of
R&SA GLOBAL NETWORK LIMITED

Given at Companies House, Cardiff, the 1st November 2004



C028145340



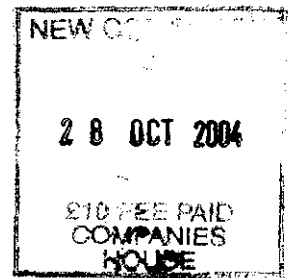
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

100068/10



Company Number: 2814534

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS OF RSA GLOBAL NETWORK LIMITED
(THE "COMPANY")**

We, the undersigned, being all the members of the Company who, at the date of this resolution would be entitled to attend and vote at general meetings of the Company, hereby pass the following resolutions as special resolutions and agree that the said resolutions shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the Company duly convened and held.

THAT the name of the Company be changed to:

R&SA GLOBAL NETWORK LIMITED

THAT the following clause be adopted in substitution for and to the exclusion of the existing clause 85 of the articles of association of the Company:

"85. Subject to the provisions of these presents the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. At any time any Director may, and the Secretary on the requisition of a Director shall, summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom. Any Director may waive notice of any meeting and any such waiver may be prospective and retrospective. Any Director may participate in a meeting of the Directors by means of video conferencing facilities, telephone or similar communications equipment whereby all persons participating in a meeting can hear each other and any Director participating in a meeting in this manner shall be deemed to be present in person at such meeting."

.....
For and on behalf of
Royal & Sun Alliance Insurance plc
Date: 25/10/2004

.....
For and on behalf of
Helvetia Swiss Insurance Company Limited
Date:

.....
For and on behalf of
Dowa Insurance Company (Europe) Limited
Date:

.....
For and on behalf of
HDI Haftpflichtverband der Deutschen
Industrie VaG
Date:

.....
For and on behalf of
Pohjola Non Life Insurance Company Limited
Date:



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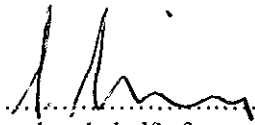
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For and on behalf of
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For and on behalf of
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Date: 22.10.2004

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For and on behalf of
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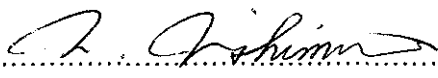
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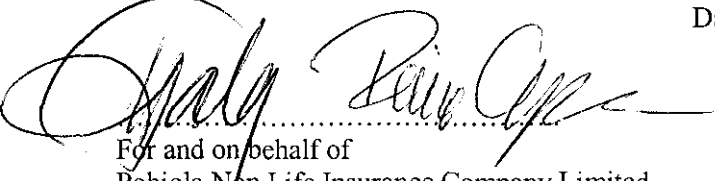
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