

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2928787

The Registrar of Companies for England and Wales hereby certifies that
ABRAXAS VEHICLE PRODUCTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ABRAXAS INSURANCE ADMINISTRATION SERVICES LTD

Given at Companies House, Cardiff, the 27th October 1999



C02928787Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

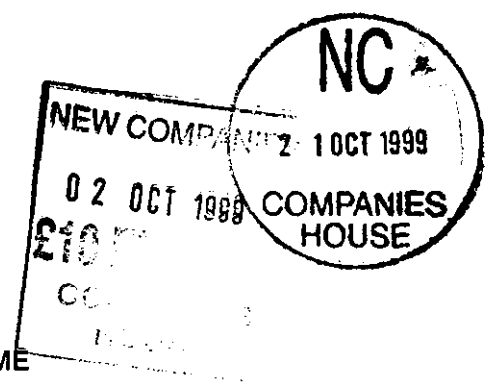


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**SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACT**

Company Number: 02928787

Company Name: ABRAXAS VEHICLE PRODUCTS LTD

At a General Meeting of the above named company, duly convened and held at:

11 Blenheim Court
Beaufort Office Park
Almondsbury
Bristol
BS12 4N2

On: 23 September 1999

The following Special Resolution was duly passed:

That the name of the company be changed to: ABRAXAS INSURANCE ADMINISTRATION
SERVICES LTD

Signature Alex Mclean
Alex Mclean

