

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3194221

The Registrar of Companies for England and Wales hereby certifies that
LAW 746 LIMITED

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

Given at Companies House, Cardiff, the 16th May 1997



C03194221F

A handwritten signature in ink, likely belonging to the Registrar of Companies, with the text "MRB. 1. 1997" written below it.

For the Registrar of Companies



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

HC006B

Company Number: 3194221

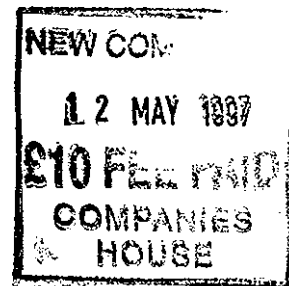
NW-041811-516

THE COMPANIES ACT 1985-1989

SPECIAL RESOLUTIONS

of

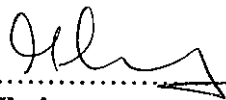
LAW 746 LIMITED



Passed on 7 May 1997

At an extraordinary general meeting of the company, duly convened and held at 5th Floor, 5 Lloyd's Avenue, London EC3N 3AX on 7 May 1997 the following resolutions were duly passed by the company as special resolutions:

1. That the articles of association contained in the document attached to this notice and for the purpose of identification initialled by the chairman be approved and adopted as the new articles of association of the company in substitution for and to the entire exclusion of the existing articles of association.
2. That the name of the company be changed to Monument Insurance Management Limited.


.....
Chairman

PRESENTED BY :

Taylor Joynton Garrett
Carmelite, 50 Victoria Embankment,
Blackfriars, London EC4Y 0DX
Tel: 0171 353 1234
Ref: PBK/ACE

