

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3223686

The Registrar of Companies for England and Wales hereby certifies that  
TIG SYNDICATE MANAGEMENT LIMITED.

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

Given at Companies House, Cardiff, the 1st December 1999



\*C032236860\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

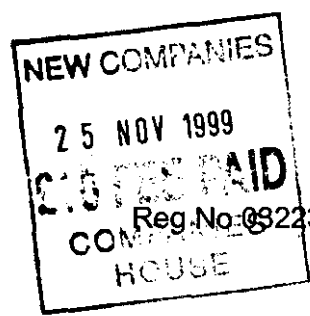


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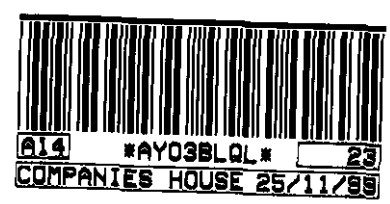
**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTION**  
**OF**  
**TIG SYNDICATE MANAGEMENT LIMITED**  
**Passed Thursday 18 November 1999**

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 40 Lime Street, London, EC3M 5BS on the 18<sup>th</sup> day of November 1999 the subjoined Special Resolution was passed, namely:

**RESOLUTION**

**That with the consent of the Registrar of Companies the name of the Company be changed to Newline Underwriting Management Limited**

.....  
Secretary



Registration Number 03223686

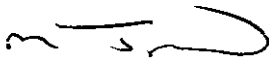
**TIG SYNDICATE MANAGEMENT LIMITED**

**NOTICE** is hereby given that an Extraordinary General Meeting of the above named Company will be held at 40 Lime Street, London, EC3M 5BS on Thursday 18 November 1999 at 4.00 p.m. for the purpose of considering and (if thought fit) passing the following Resolution as a Special Resolution.

**RESOLUTION**

**"That with the consent of the Registrar of Companies the name of the Company may be changed to Newline Underwriting Management Limited."**

Dated 11<sup>th</sup> day of November 1999



**By Order of the Board**

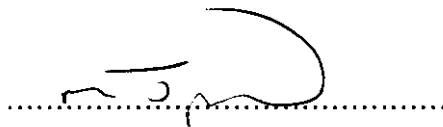
**NOTE:** *A Shareholder entitled to attend and vote at the Meeting convened by the notice set out above is entitled to appoint a Proxy to attend and vote in his or her place. A proxy need not be a member of the Company.*



**CONSENT TO SHORT NOTICE**

We, being the majority in number of the members of TIG Syndicate Management Limited having a right to attend and vote at the meeting convened by the foregoing Notice and together holding not less than ninety five percent in nominal value of the shares giving that right HEREBY AGREE to the calling of the meeting by the foregoing notice for the day and place mentioned therein and to the passing thereat as a Special Resolution of the Resolution set forth therein notwithstanding that less than twenty-one days notice thereof shall have been given.

Signed

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, is written over a dotted line.

*TIG Holdings (UK) Limited*

