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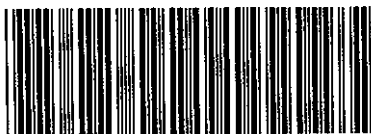
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3409685

The Registrar of Companies for England and Wales hereby certifies that  
COMMERCIAL UNDERWRITING AGENCY LIMITED

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

Given at Companies House, Cardiff, the 25th September 1997



\*C03409685O\*



MRS. L. PART

For the Registrar of Companies



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

HC006B

Company No. 3409685

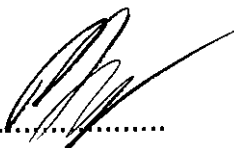
**COMMERCIAL UNDERWRITING AGENCY LIMITED**

**WRITTEN MEMBERS' RESOLUTION**



**PURSUANT TO** the Articles of Association of the Company and Regulation 53 of Table A (as defined therein), we, the undersigned, being the sole member of the Company entitled to attend and vote at general meetings of the Company, **HEREBY AGREE AND CONFIRM** that the following resolution shall for all purposes be as valid and effectual as if it had been passed as a special resolution at a general meeting of the Company duly convened and held and accordingly **WE HEREBY RESOLVE:-**

THAT the name of the Company be and is hereby changed to "TOWERGATE UNDERWRITING LIMITED".

X 

**A Director, duly authorised  
for and on behalf of Towergate  
Underwriting Services Limited**

Dated: 10/09 1997

