

FILE COPY



CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME

Company No. 4195559

The Registrar of Companies for England and Wales hereby certifies that

EVER 1542 LIMITED

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

LYMINGTON UNDERWRITING LIMITED

Given at Companies House, Cardiff, the 15th October 2001



C04195559E

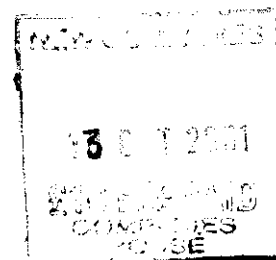
A. Harrison
(MR. A. HARRISON)

For The Registrar Of Companies



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

Company No: 4195559

WRITTEN RESOLUTION**- OF -****EVER 1542 LIMITED****Dated the 12 day of October 2001**

We, the undersigned, being the sole member of the Company hereby pass the following Resolutions pursuant to section 381A of the Companies Act 1985 and confirm that such Resolutions shall be as valid and effective as if they had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

1. THAT the authorised share capital of the Company be hereby increased from £1,000 divided into 1,000 Ordinary Shares of £1.00 each to £100,000 divided into 100,000 Ordinary Shares of £1.00 each by the creation of a further 99,000 Ordinary Shares of £1.00 each.
2. THAT for the purposes of section 80 of the Companies Act 1985 the Directors be and they are hereby generally and unconditionally authorised to allot relevant securities (as defined by that Section) up to a maximum nominal value of £100,000, being the authorised (as increased by the preceding resolution) but as yet unissued share capital of the Company provided that this authority shall expire five years after the passing of this Resolution unless previously renewed, revoked or varied in any way.
3. THAT the Directors (being generally authorised by the resolution numbered 2 above for the purposes of section 80 of the Companies Act 1985) be and they are hereby unconditionally empowered pursuant to section 95 of the Companies Act 1985 to allot or agree to allot 100,000 Ordinary Shares of £1.00 each in the capital of the Company and that the provisions of sections 89 and 90 of the Companies Act 1985 shall not



apply to any such allotment or agreement to allot provided that this authorisation shall expire five years after the passing of this Resolution.

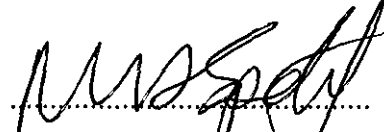
4. THAT the objects of the Company be altered by the deletion of the existing clause 2 and by the substitution in place thereof of a new clause 3 as set out in the printed attached marked A.
5. THAT the regulations contained in the printed document attached to this resolution and for the purpose of identification marked B be approved and adopted as the Articles of Association of the Company in substitution for and to the complete exclusion of the existing Articles of Association of the Company.
6. THAT the name of the Company be changed to **LYMINGTON UNDERWRITING LIMITED.**
7. THAT pursuant to section 252 of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the Company in general meeting.
8. THAT pursuant to section 366A of the Companies Act 1985, the Company elects to dispense with the holding of annual general meetings.
9. THAT pursuant to section 386 of the Companies Act 1985, the Company elects to dispense with the obligation to appoint auditors annually.

NAME

SIGNATURE

Everdirector Limited

For and on behalf of Everdirector Limited


.....
(duly authorised representative)