

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4258784

The Registrar of Companies for England and Wales hereby certifies that

KUDOSMERIT PUBLIC LIMITED COMPANY

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

CBS UNDERWRITING HOLDINGS PLC

Given at Companies House, London, the 31st October 2001



\*C04258784U\*

*1 Greenland*

For The Registrar Of Companies



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

SIDAM £80  
N/C  
W105702

No: 4258784



## THE COMPANIES ACT 1985

### PUBLIC COMPANY LIMITED BY SHARES

#### KUDOSMERIT ~~PLC~~ PUBLIC LIMITED COMPANY

At an extraordinary general meeting of Kudosmerit Plc duly convened and held on 29 October 2001, the following resolutions were passed of which resolutions 1 to 2 were passed as ordinary resolutions and resolutions 3 to 4 were passed as special resolutions.

#### ORDINARY RESOLUTION

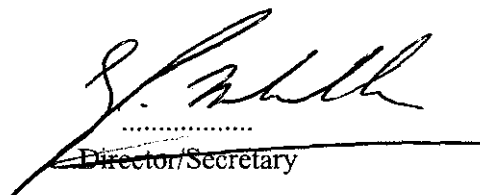
1. THAT each of the issued and unissued shares of £1 each in the capital of the Company be immediately subdivided into 100 ordinary shares of £0.01p having the rights and being subject to the restrictions and obligations set out in the articles of association.
2. THAT each of the 100,000 authorised but unissued ordinary shares of £0.01p each in the Company be immediately converted into the following Profit Shares:

#### No. of Shares

|        |      |               |
|--------|------|---------------|
| 25,000 | 2002 | Profit Shares |
| 25,000 | 2003 | Profit Shares |
| 25,000 | 2004 | Profit Shares |
| 25,000 | 2005 | Profit Shares |

#### SPECIAL RESOLUTIONS

3. THAT the name of the Company be changed to "CBS Underwriting Holdings PLC".
4. THAT clause 3 of the memorandum of association of the Company be deleted and that a new clause 3 in the form contained in the draft memorandum of association produced to the meeting and initialled by the chairman for the purposes of identification be adopted in substitution therefor.

  
.....  
Director/Secretary

29.10.01.

**Presented by:** Ashurst Morris Crisp  
Broadwalk House  
5 Appold Street  
London EC2A 2HA  
Tel: 020-7638 1111  
Ref: BAM



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N10  
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