

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

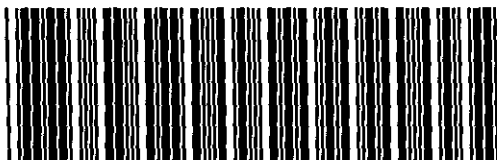
Company No. 4594226

The Registrar of Companies for England and Wales hereby certifies that
DWSCO 2328 LIMITED

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

GREENFIELD UNDERWRITING II LIMITED

Given at Companies House, London, the 10th December 2002



C045942269



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No: 4594226



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

RESOLUTION

- of -

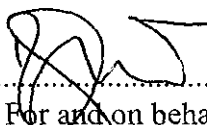
DWSCO 2328 LIMITED

Dated 10 December 2002

WE, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company **RESOLVE** that the following resolution be passed by way of written resolution:

SPECIAL RESOLUTION

"That the name of the Company be changed to
Greenfield Underwriting II Limited".


.....
For and on behalf of
DWS Nominees Limited

