



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6317313

The Registrar of Companies for England and Wales hereby certifies that

SEIG (2007) NUMBER 5 LIMITED

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

SOUTH ESSEX INSURANCE HOLDINGS LIMITED

Given at Companies House on **2nd April 2008**



C063173131



Companies House
— for the record —



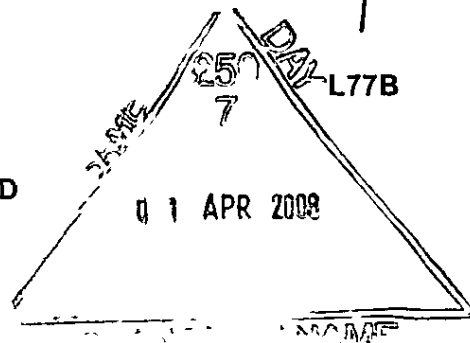
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

257137/300

SEIG (2007) NUMBER 5 LIMITED

(the Company)

(Company number 06317313)



WRITTEN RESOLUTION

(pursuant to section 288 Companies Act 2006)

(Passed 1st April 2008)

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes the following resolutions

SPECIAL RESOLUTION

THAT the name of the Company be changed to South Essex Insurance Holdings Limited

Member

Signature

Date

Barry Fehler

1 April 2008

NOTES

- 1 You can choose to agree to either all of the Resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company delivering the signed copy to Speechly Bircham LLP, 6 St Andrew Street, London EC4A 3LX

If you do not agree to all of the resolutions, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the resolutions, you may not revoke your agreement



- 3 *Unless, by 28 April 2008, sufficient agreement has been received for the resolutions to pass, they will lapse. If you agree to the resolutions, please ensure that your agreement reaches us before or during this date.*
- 4 *In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.*
- 5 *If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.*