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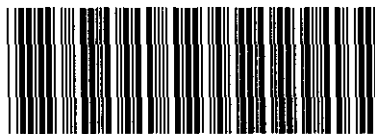
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2641728

The Registrar of Companies for England and Wales hereby certifies that  
QBE INTERNATIONAL HOLDINGS (UK) PUBLIC LIMITED COMPANY

having by special resolution changed its name, is now incorporated  
under the name of  
QBE INTERNATIONAL HOLDINGS (UK) PLC.

Given at Companies House, Cardiff, the 20th July 2001



\*C02641728J\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

716977  
The Companies Act 1985  
Company Limited by Shares

**SPECIAL RESOLUTION**

Company Number 2641728

**QBE INTERNATIONAL HOLDINGS (UK) PUBLIC LIMITED COMPANY**

At an Extraordinary General Meeting of the above-named company, duly convened and held at:

One Minster Court, London EC3R 7AA, on Wednesday 27 June 2001 the following SPECIAL RESOLUTION was duly passed, viz:-

**IT WAS RESOLVED THAT** the name of the Company be changed to QBE International Holdings (UK) PLC.

Signed:

  
\_\_\_\_\_  
Company Secretary

This 29th day of June 2001

