

31-10-95

FILE COPY



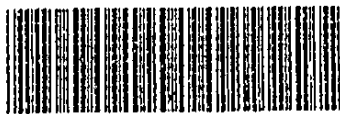
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2659917

The Registrar of Companies for England and Wales hereby certifies that
BURKE FORD REED INSURANCE MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BURKE FORD INSURANCE GROUP LIMITED

Given at Companies House, Cardiff, the 1st November 1995



C026599170

E.P. Owen

MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

No. 2659917



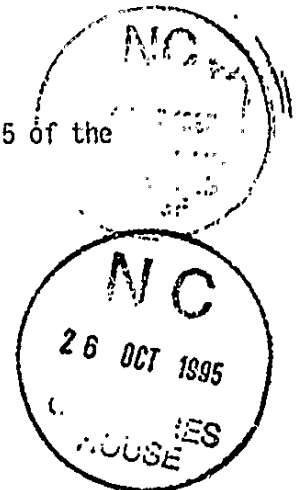
THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION passed in writing pursuant to Article 5 of the Articles of Association of:

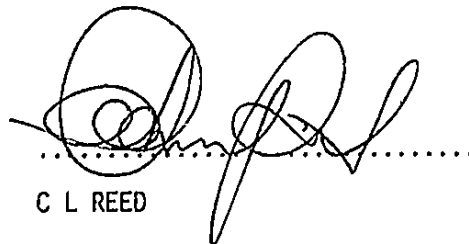
BURKE FORD REED INSURANCE MANAGEMENT LIMITED


Passed on 23rd October 1995

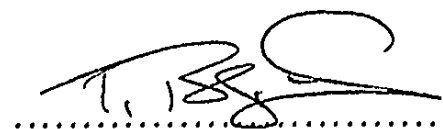


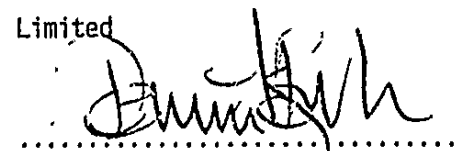
We, the undersigned shareholders, being together the holders of all the shares of the above-named Company now issued hereby resolve as follows:-

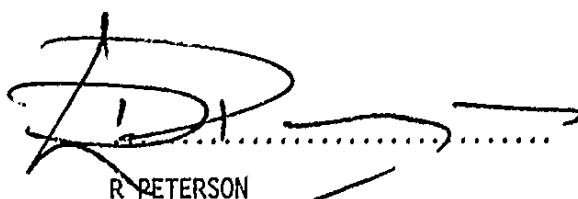
That the name of the Company be changed to Burke Ford Insurance Group Limited, such change of name to be effective from 1st November 1995.

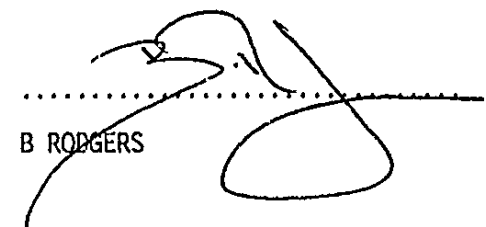

C L REED


D J BURKE on behalf of
Burke & Sanders (Holdings)
Limited

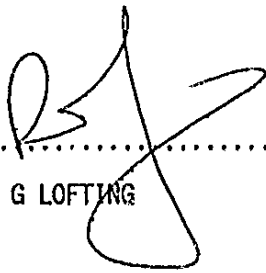

T A BLYTH

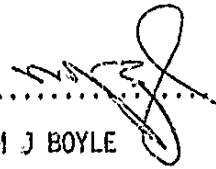

D J BURKE as proxy for
Mrs M Ford


R PETERSON


B RODGERS

31-10-95


.....
D G LOFTING


.....
M J BOYLE