

No. 48747

CHUBB FIRE PROTECTION LIMITED (the "Company")

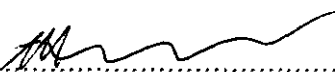
Written resolution of the member of the Company

Pursuant to the authority given by article 57 of the Company's articles of association, we, the undersigned, being the sole member at the date of these resolutions entitled to attend and vote at a general meeting of the Company AGREE that the following resolutions shall have effect as if passed as special resolutions by the Company in general meeting and accordingly we RESOLVE THAT the Company re-register as an unlimited company with an authorised share capital of £494,007,000 and an issued share capital of £493,093,387 made up of 493,093,387 ordinary shares of £1 each and that with effect on and from such re-registration of the Company:

- (A) the name of the Company be changed to Chubb Fire Protection Unlimited;
- (B) the amended form of the Company's memorandum of association attached to these resolutions be adopted; and
- (C) the new articles of association of the Company attached to these resolutions be adopted.

Signed by a duly)
authorised signatory for)
and on behalf of)

Westminster Securities
Limited acting as a
director of **Chubb Group**
Properties Limited
acting as attorney for
Chubb (UK) Limited

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8 October 2002 at 11.33 am/pm.

CA022760010

