

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 115332

The Registrar of Companies for England and Wales hereby certifies that
JARDINE INSURANCE BROKERS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
JIB (1995) LIMITED

Given at Companies House, Cardiff, the 29th December 1995

E. P. Owen
MRS. E. P. OWEN



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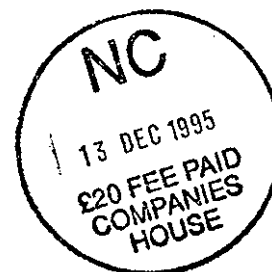
For the Registrar of Companies



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

HC006B

Company Number: 115332



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

JARDINE INSURANCE BROKERS LIMITED



Passed on 30th November 1995

At an EXTRAORDINARY GENERAL MEETING of the Company, duly convened and held on the 30th day of November 1995 the following SPECIAL RESOLUTION was duly passed:

THAT the name of the Company be changed to JIB (1995) Limited with effect from 29th December 1995.

Chairman