

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 119290

The Registrar of Companies for England and Wales hereby certifies that
SEDGWICK OVERSEAS GROUP LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MARSH EMPLOYEE BENEFIT SERVICES LIMITED

Given at Companies House, Cardiff, the 20th January 2003



C00119290J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



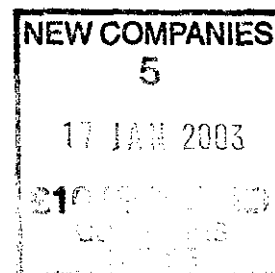
Companies House
— for the record —

HC006B

WRITTEN RESOLUTION OF MEMBERS IN LIEU OF MEETING PURSUANT TO
COMPANIES ACT 1985, S.381.A.

119290

THE COMPANIES ACT 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION OF
SEDGWICK OVERSEAS GROUP LIMITED

WRITTEN RESOLUTION

We, the undersigned, being all the members of the Company who, at the date of this resolution, would be entitled to attend and vote at general meetings of the Company HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:

THAT the name of the Company be changed to:

MARSH EMPLOYEE BENEFIT SERVICES LIMITED

for Sedgwick Group Nominees Limited

for Sedgwick Overseas Investments Limited

Dated 16th January 2003

