

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 741597

The Registrar of Companies for England and Wales hereby certifies that
SEDGWICK OAKWOOD LLOYD'S UNDERWRITING AGENTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SOC PRIVATE CAPITAL LIMITED

Given at Companies House, Cardiff, the 13th December 2000



C00741597C



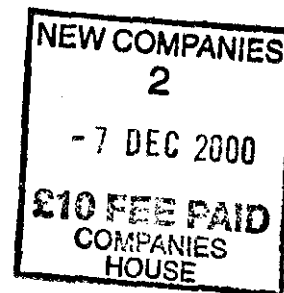
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

201833
Company No.741597



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF:

SEDGWICK OAKWOOD LLOYD'S UNDERWRITING AGENTS LIMITED

Written resolution of the sole member of the above Company dated 5th December 2000.

We, the undersigned, being the sole member for the time being of the above-named Company entitled to receive notice of and to attend and vote at general meetings of the Company HEREBY RESOLVE as follows, pursuant to regulation 53 of Table A in the Companies (Tables A to F) Regulations 1985 (as amended) (which form part of the Articles of Association of the Company), and so that such Resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

WRITTEN RESOLUTION

THAT the name of the Company be changed to SOC Private Capital Limited.



SOC Group plc

(Sole Shareholder)

