

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2729650

The Registrar of Companies for England and Wales hereby certifies that
PINNACLE INSURANCE MANAGEMENT SERVICES PLC

having by special resolution changed its name, is now incorporated
under the name of
CARDIF PINNACLE INSURANCE MANAGEMENT SERVICES PLC

Given at Companies House, Cardiff, the 29th March 2005



C02729650S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



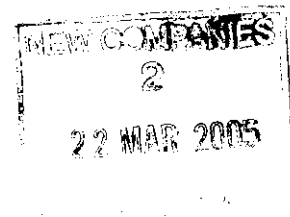
Companies House
— for the record —

HC0068

PINNACLE INSURANCE MANAGEMENT SERVICES PLC

Company No:
02729650

Passed:
18 March 2005




The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at Pinnacle House, A1 Barnet Way, Borehamwood, Hertfordshire, WD6 2XX on Friday 18 March 2005 at 11am the following Resolutions were duly passed by more than 95% of those members eligible to vote as Special Resolutions.

Special Resolutions

1. *"That the name of the Company be changed to Cardif Pinnacle Insurance Management Services plc."*
2. *"That the draft regulations produced to the meeting and initialled by the Chairman for the purposes of identification be and are hereby adopted as the Memorandum and Articles of Association of the Company in substitution for and to the exclusion of all the existing Memorandum and Articles of Association. "*


.....
Chairman

18. 3. 05
.....
Date

