

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2772041

The Registrar of Companies for England and Wales hereby certifies that

LOMBARD GROUP SERVICES LIMITED

having by special resolution changed its name, is now incorporated
under the name of

LOMBARD INSURANCE GROUP SERVICES LIMITED

Given at Companies House, London, the 28th June 2000



N. Richards.
MR. N. RICHARDS

C02772041R

For The Registrar Of Companies



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

Company No: 2772041



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

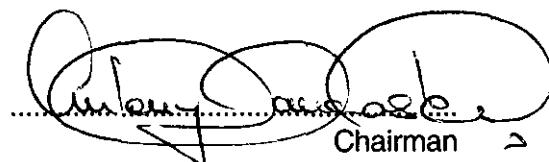
LOMBARD GROUP SERVICES LIMITED

(Passed on Wednesday 7 June 2000)

At an Extraordinary General Meeting of the above-named Company duly convened and held on Wednesday 7 June 2000 at 12 Arthur Street, LONDON EC4R 9BJ the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

That the name of the Company be and is hereby changed to Lombard Insurance Group Services Limited with effect from Tuesday 20 June 2000.


Chairman 2

N/C D100
RBS 052268
S/0A7