

14-01-97

No: 3285932



THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

WILLIS CORROON CATASTROPHE INVESTMENT MANAGERS LIMITED

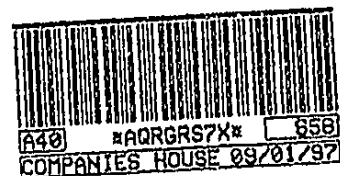
At an Extraordinary General Meeting of the Company duly convened and held at Ten Trinity Square, London EC3P 3AX on Monday 30 December 1996 at 9.30am the following resolution was duly passed as a Special Resolution:-

"That the name of the Company be and is hereby changed to Willis Corroon Licensing Limited."

Certified to be a true copy:


Secretary.

TMW/9658



14-01-97

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3285932

The Registrar of Companies for England and Wales hereby certifies that
WILLIS CORROON CATASTROPHE INVESTMENT MANAGERS LIMITED

having by special resolution changed its name, is now Incorporated
under the name of
WILLIS CORROON LICENSING LIMITED

Given at Companies House, Cardiff, the 15th January 1997



C03285932E

P. A. Morgan
P. A. MORGAN (MNC)

For the Registrar of Companies



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

HC006B