

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

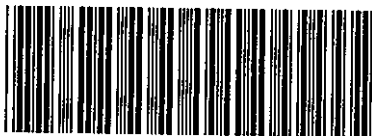
Company No. 3339638

The Registrar of Companies for England and Wales hereby certifies that
THE ENERGY EMPLOYERS' MUTUAL LIMITED

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

THE ENERGY EMPLOYERS' MUTUAL INSURANCE ASSOCIATION
LIMITED

Given at Companies House, Cardiff, the 12th August 1997



C03339638B

A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

WRITTEN RESOLUTION

Company No. 3339638



THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTION

OF

THE ENERGY EMPLOYERS' MUTUAL LIMITED

We, the undersigned, being all the members of the above Company for the time being entitled to vote at General Meetings of the Company, hereby unanimously pass the following resolution in accordance with Article 17.22 of the Articles of Association of the Company, and agree that the same shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

RESOLVED that the name of the Company be changed to "The Energy Employers' Mutual Insurance Association Limited".

Dated this 1st day of August 1997

S. M. Burroughs
S. M. Burroughs
P. H. J. Engels
P. H. J. Engels
A. J. Groome
A. J. Groome
I. C. Lawson
I. C. Lawson
J. S. Matthews
J. S. Matthews
S. A. Ingram
S. A. Ingram

J. A. Reilly
J. A. Reilly
J. S. M. Rowe
J. S. M. Rowe
D. C. Shepley-Cuthbert
D. C. Shepley-Cuthbert
D. W. Taylor
D. W. Taylor
N. D. D. Williams
N. D. D. Williams

Presented by [Richards Butler
Beaufort House
15 St Botolph Street
London
EC3A 7EE

] Reference: [] STS/RS

