

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3405762

The Registrar of Companies for England and Wales hereby certifies that
SEDGWICK OAKWOOD CORPORATE MEMBER LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SOC CORPORATE MEMBER NO.1 LIMITED

Given at Companies House, Cardiff, the 27th April 2000



C03405762Q



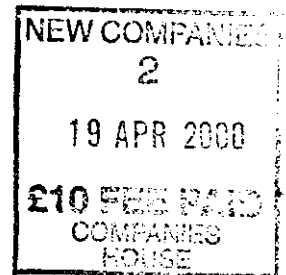
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

C006

200064
Company No.3405762



**THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION OF:
SEDGWICK OAKWOOD CORPORATE MEMBER LIMITED**

Dated 17 April 2000

Written resolution of the sole member of the above Company dated 17 April 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 Corporate Member No.1 Limited.

Sedgwick Oakwood Capital plc

(Sole Shareholder)