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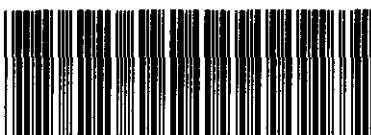
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3406899

The Registrar of Companies for England and Wales hereby certifies that
IRON TRADES HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CHESTER STREET INSURANCE HOLDINGS LIMITED

Given at Companies House, Cardiff, the 23rd March 2000



C03406899M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

12536
No: . 3406899

CON 19345574

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

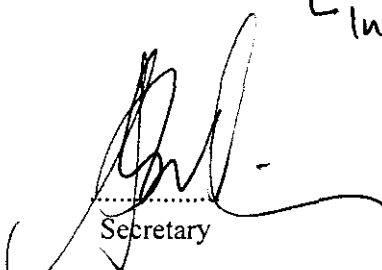
Iron Trades Holdings Limited

At an extraordinary general meeting of Iron Trades Holdings Limited duly convened and held on 16 Feb 2000, the following special resolution was passed

SPECIAL RESOLUTION

That with effect from the completion of the Sale and Purchase Agreement dated 16 December 1999 and entered into between the Company, QBE International Insurance Limited and QBE Insurance Group Limited, the name of the Company be changed to Chester Street Holdings Limited.

Insurance Bf.


Secretary

Presented by: Ashurst Morris Crisp
Broadwalk House
5 Appold Street
London EC2A 2HA
Tel: 020 7638 1111
Ref: I29900033

