

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2947508

The Registrar of Companies for England and Wales hereby certifies that
EQUITY RED STAR LIMITED

having by special resolution changed its name, is now incorporated
under the name of
COX DEDICATED CORPORATE MEMBER (NO 2) LIMITED

Given at Companies House, Cardiff, the 25th November 2002



C029475080



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

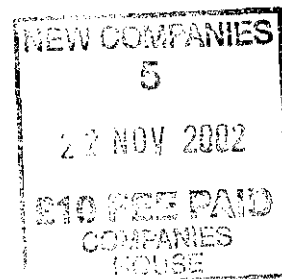
HC006B

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Equity Red Star Limited

Number: 2947508

The Companies Acts 1985 and 1989



We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings, hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985, 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:

“THAT the name of the Company be changed to:
COX DEDICATED CORPORATE MEMBER (NO 2) LIMITED.”

Passed on: 20 November 2002

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For and on behalf of
Cox Insurance Holdings plc

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For and on behalf of
Equity Red Star Holdings Limited

