

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

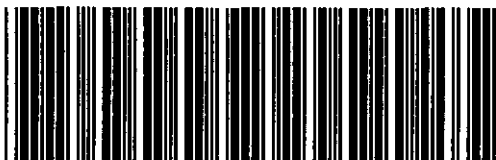
Company No. 71805

The Registrar of Companies for England and Wales hereby certifies that
PHOENIX ASSURANCE LIMITED

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

PA (GI) LIMITED

Given at Companies House, London, the 29th December 2005



C00071805S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

000124

Company No. 71805

The Companies Act 1985 (as Amended)

Company limited by shares



RESOLUTION

of

PHOENIX ASSURANCE LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 21 December, 2005 the following resolution was passed as a special resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to PA (GI) Limited.

A handwritten signature in black ink, appearing to be "L. C. [unclear]", written over a dotted line.

Chairman of the meeting



1911

1912

1913