

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 78950

The Registrar of Companies for England and Wales hereby certifies that

AXA INSURANCE PLC

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

AXA INSURANCE UK PLC

Given at Companies House, London, the 4th October 1999



C000789503

A handwritten signature in black ink, appearing to read 'J Mayne'.

MR J MAYNE

For The Registrar Of Companies



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

Registered in England No. 78950

**THE COMPANIES ACT 1985
(AS AMENDED)**



PUBLIC LIMITED COMPANY

SPECIAL RESOLUTION

of

AXA INSURANCE plc

(Passed on 6th September 1999)

At an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 107 Cheapside, London, EC2V 6DU on Monday, 6th September 1999 at 11.00 am the following Resolution was duly proposed and passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

THAT the name of the Company be changed from AXA Insurance plc to AXA Insurance UK plc with effect from 4th October 1999.

A handwritten signature in dark ink, appearing to read 'G M Wood'.

G M Wood
Chairman

S/DAY/200

N/C

BB 032703