

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 90372

The Registrar of Companies for England and Wales hereby certifies that

GUARDIAN DIRECT LIMITED

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

AXA DIRECT INSURANCE LIMITED

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



C000903723

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

No 90372



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF
GUARDIAN DIRECT LIMITED

passed on 2 September 1999

At an Extraordinary General Meeting of the members of the above named company held at 107 Cheapside, London, EC2V 6DU on 2 September 1999 the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

THAT, with effect from 4 October 1999, the name of the Company be changed to AXA Direct Insurance Limited

A handwritten signature in black ink, appearing to be 'P E Owen'.

P E Owen
Director

S/DAY £100

N/C

BB 032609