

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 99122

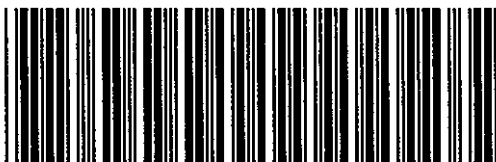
The Registrar of Companies for England and Wales hereby certifies that

NORWICH UNION FIRE INSURANCE SOCIETY LIMITED

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

Norwich Union Insurance Limited

Given at Companies House, London, the 16th June 1997



C00099122F

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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

The Companies Act 1985
Company Limited by Shares



SPECIAL RESOLUTION

Pursuant to Section 378(2) of the Companies Act 1985

Company Number

99122

Norwich Union Fire Insurance Society Limited

At an Extraordinary General Meeting of all the members of the above named Society, duly convened and held at:

8 Surrey Street, Norwich, Norfolk, NR1 3NG

on 25 April 1997

the following SPECIAL RESOLUTION was duly passed, viz:-

That subject to

- a. the scheme for the transfer of long-term insurance business of The Norwich Union Life Insurance Society filed with the High Court of Justice in England on 5 March 1997 (as amended) becoming effective; and
- b. the ordinary shares of Norwich Union plc being admitted to the Official List of the London Stock Exchange

the name of the Society be changed to Norwich Union Insurance Limited.

Signed

Secretary

Position

NOTE To be filed within 15 days of the passing of the special resolution

I CERTIFY this document to be a true
copy of the original.

File - 200-2/2
MB 78245
S/DA-1

Solicitor:

Date:

30/4/97