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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 151731

The Registrar of Companies for England and Wales hereby certifies that

WOOLWICH LIFE ASSURANCE COMPANY LIMITED

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

BARCLAYS LIFE ASSURANCE COMPANY LIMITED

Given at Companies House, London, the 29th September 2003



C00151731S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



Co No: 151731

WOOLWICH LIFE ASSURANCE COMPANY LIMITED**WRITTEN RESOLUTION OF MEMBER**

Pursuant to and in accordance with the provisions of regulation 53 of Table A in The Companies (Table A to F) Regulations 1985, as amended which applies to the Company, we the undersigned being the single or sole member, or the duly authorised representative thereof, entitled to receive notice of, and attend and vote at, general meetings of the Company hereby resolve that the undermentioned resolution be, and is hereby, passed having effect as a Special Resolution of the Company, namely:

SPECIAL RESOLUTION

that the name of the Company be changed to 'Barclays Life Assurance Company Limited'.

Dated this 26th day of **September 2003**.

Signed by **Mrs Alison C BIBBY**, as Attorney
for **BARCLAYS BANK PLC** acting under
Power of Attorney granted 20 February 2003

..... *AGS*

