

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 226742

The Registrar of Companies for England and Wales hereby certifies that

CGU LIFE ASSURANCE LIMITED

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

CGNU LIFE ASSURANCE LIMITED

Given at Companies House, London, the 2nd October 2000



C002267421

A handwritten signature in cursive script, appearing to read 'K Davis'.

K DAVIS

For The Registrar Of Companies



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



Company No. 226742

COMPANIES ACT 1985

SPECIAL RESOLUTION

(Delivered pursuant to Section 380 of the Companies Act 1985)

of

CGU LIFE ASSURANCE LIMITED

Passed on 22 September 2000

At an Extraordinary General Meeting of the members of the above-named company, duly convened on 22 September 2000 at 9.15 a.m. at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

THAT the name of the Company be changed to **CGNU Life Assurance Limited** effective from 2 October 2000.

CERTIFIED TO BE A TRUE EXTRACT

P M White
Secretary

S/Dany £100
N/C
HSBC 003879