

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 545887

I hereby certify that

116.

PINNER PROPERTIES LIMITED

having by special resolution and with the approval of the
Secretary of State changed its name, is now incorporated
under the name of

SUN LIFE FINANCIAL SERVICES LIMITED

Given under my hand at Cardiff the 17TH MARCH 1982

Assistant Registrar of Companies

545881/115 10-

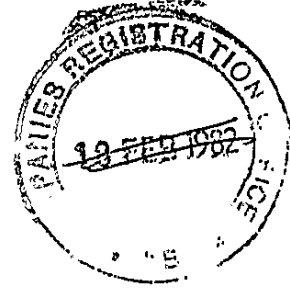


COMPANIES ACT 1948 TO 1980

Special Resolution

of

PINNER PROPERTIES LIMITED



Passed by resolution in writing signed by all shareholders in accordance with the Company's Articles of Association on 26th January, 1982:-

"Resolved as a Special Resolution that, with the consent of the Registrar of Companies, the name of the Company be changed to Sun Life Financial Services Limited."

I confirm that this is a true copy of the Special Resolution signed by all shareholders.

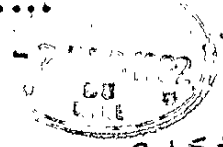
Signed.....

L. A. Hunt,
Secretary.

Date..... 1. February 1982

Williams +
Glynns

£40



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