

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 794936

The Registrar of Companies for England and Wales hereby certifies that

HILL SAMUEL ASSET MANAGEMENT LIMITED

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

SCOTTISH WIDOWS INVESTMENT PARTNERSHIP LIMITED

Given at Companies House, Cardiff, the 30th June 2000



C00794936T

A handwritten signature in cursive script that reads "Robin Woodyatt".

ROBIN WOODYATT

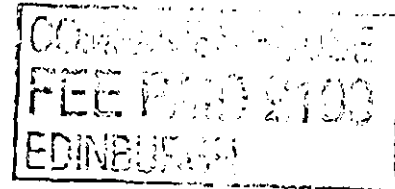
For The Registrar Of Companies



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

COMPANY NUMBER: 194930

794936



THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

HILL SAMUEL ASSET MANAGEMENT LIMITED

PASSED THE 23RD DAY OF JUNE, 2000

On 23rd June, 2000, the sole member of the company resolved as a special resolution:

That the name of the company be changed to Scottish Widows Investment Partnership Limited with effect from 30th June, 2000.

A handwritten signature in cursive script, reading "S.J. Hopkins".

S.J. Hopkins
Company Secretary

Subs/hsam

