

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 928046

The Registrar of Companies for England and Wales hereby certifies that

ROYAL LIFE (UNIT LINKED ASSURANCES) LIMITED

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

RL ULA LIMITED

Given at Companies House, Cardiff, the 5th April 2006



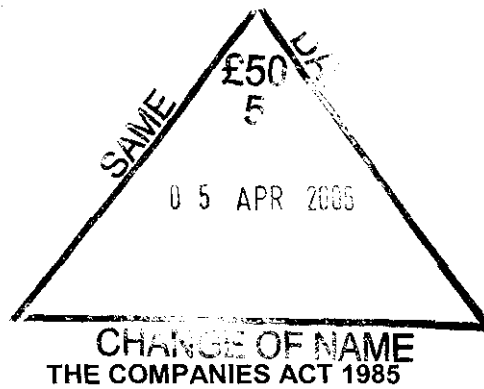
C009280464



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



000148/200

Company Number: 928046

WRITTEN RESOLUTION

of

ROYAL LIFE (UNIT LINKED ASSURANCES) LIMITED

(the "Company")

Passed on 31 March 2006

We, the undersigned, being the sole Member of the Company entitled to receive notice of and to attend and vote at a general meeting of the Company, do hereby resolve that the following resolution of the Company be passed in accordance with Section 381A of the Companies Act 1985 to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. That the name of the Company be changed to RL ULA Limited.

For and on behalf of
Phoenix Life Limited

