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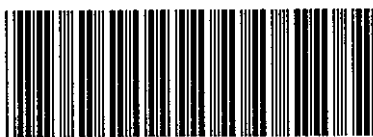
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 983330

The Registrar of Companies for England and Wales hereby certifies that
LONDON AND MANCHESTER (MANAGEMENT SERVICES) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FRIENDS PROVIDENT MANAGEMENT SERVICES LIMITED

Given at Companies House, Cardiff, the 4th June 1999



C009833303



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

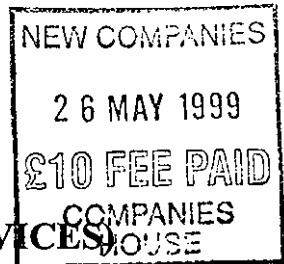


C O M P A N I E S H O U S E

HC006B

037998

THE COMPANIES ACT 1985
RESOLUTION
OF
LONDON AND MANCHESTER (MANAGEMENT SERVICES)
LIMITED
(COMPANY NO. 983330)
PASSED ON 26TH MAY 1999



I, the undersigned shareholder, being the holder of all the Shares of the above-named Company now issued, **HEREBY RESOLVE** as follows:

That the name of the Company be changed to Friends Provident Management Services Limited.

SIGNED BY)
BRIAN WILLIAM SWEETLAND)
for and on behalf of)
LONDON & MANCHESTER)
GROUP PLC)

Filed with the Registrar of Companies
on the 26th day of May 1999

