

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1234360

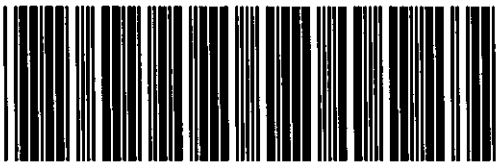
The Registrar of Companies for England and Wales hereby certifies that

ZURICH ASSURANCE PLC

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

ZURICH ASSURANCE (2004) PLC

Given at Companies House, London, the 30th December 2004



C01234360T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

073198

COMPANY NUMBER: 1234360
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
ZURICH ASSURANCE PLC



At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at UK Life Centre, Station Road, Swindon, Wiltshire, SN1 1EL on 20 December 2004 the following resolution was duly passed:

"THAT with effect from 30 December 2004 the name of the Company be changed to Zurich Assurance (2004) plc and that the Memorandum and Articles of Association of the Company be updated accordingly".



.....
Chairman of the Meeting

