

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1438185

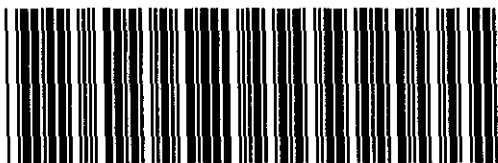
The Registrar of Companies for England and Wales hereby certifies that

CGU STAFF PENSION TRUSTEE LIMITED

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

CGNU STAFF PENSION TRUSTEE LIMITED

Given at Companies House, London, the 2nd January 2002



C014381851

A handwritten signature in dark ink, appearing to read 'L. Connelly'.

L. CONNELLY

For The Registrar Of Companies



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

N/C
LSC
P.S.
244964
S/P 24

Company No. 1438185

COMPANIES ACT 1985

SPECIAL RESOLUTION

(Delivered pursuant to Section 380 of the Companies Act 1985)

of

CGU STAFF PENSION TRUSTEE LIMITED

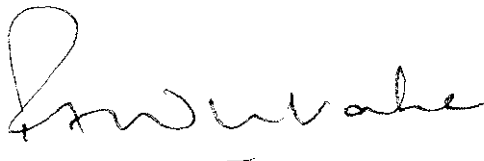
Passed on 21 December 2001

At an Extraordinary General Meeting of the members of the above-named company, duly convened on 21 December 2001 at 4.00 p.m. at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolution was duly passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

THAT the name of the Company be changed to **CGNU Staff Pension Trustee Limited.**

CERTIFIED TO BE A TRUE EXTRACT



R A Whitaker
Secretary



LD1 *L202374U* 0132
COMPANIES HOUSE 02/01/02