

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1565099

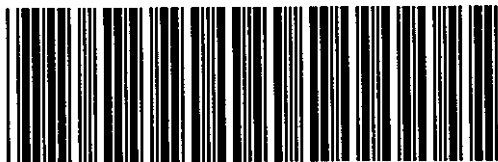
The Registrar of Companies for England and Wales hereby certifies that

ROYAL LIFE INSURANCE LIMITED

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

ROYAL & SUN ALLIANCE LIFE & PENSIONS LIMITED

Given at Companies House, London, the 31st December 1998



C01565099U

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



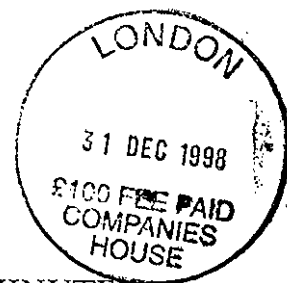
C O M P A N I E S H O U S E

1565099

ROYAL LIFE INSURANCE LIMITED

EXTRACT FROM THE MINUTES OF
AN EXTRAORDINARY GENERAL MEETING MINUTES

HELD ON 17 DECEMBER 1998



- 1 NOTED that agreement had been received to short notice.
- 2 AGREED that the notice convening the meeting be taken as read.
- 3 The following resolution was unanimously passed as a special resolution:-

That the name of the Company be changed to Royal & Sun Alliance Life & Pensions Limited with effect from 31 December 1998.

Certified true extract

Secretary

N/C - RLC00-3/4

N/C 006035

COSEC\MINS\extrli98

S/DAY

WYOMING