

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 1565099

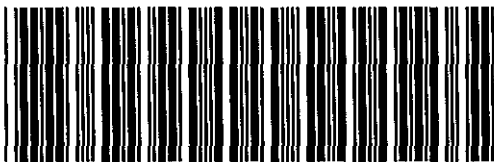
The Registrar of Companies for England and Wales hereby certifies that

ROYAL & SUN ALLIANCE LIFE & PENSIONS LIMITED

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

PHOENIX LIFE & PENSIONS LIMITED

Given at Companies House, Cardiff, the 15th April 2005



\*C01565099E\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

507072/200  
15 APR 2005  
CHANDLER

**ROYAL & SUN ALLIANCE LIFE & PENSIONS LIMITED**

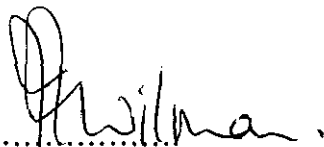
**Company number 1565099**

Extract of the Minutes of a General Meeting of the Company held on 14<sup>th</sup> April 2005.

The following resolution was passed as a Special Resolution:

That the name of the Company be changed to Phoenix Life & Pensions Limited, to take effect on the 15<sup>th</sup> April 2005, conditional and concurrent upon the company currently known by that name changing its name to take effect on the same date.

Certified a true extract of the Minutes



Jennifer Jane Wilman  
Company Secretary

