

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1629925

The Registrar of Companies for England and Wales hereby certifies that
TSB UNIT TRUSTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LLOYDS TSB UNIT TRUST MANAGERS LIMITED

Given at Companies House, Cardiff, the 6th July 1998



C016299255

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

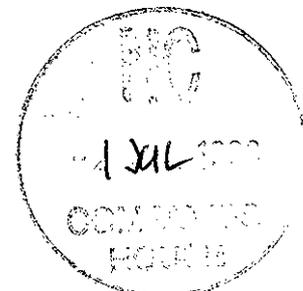
OF

THE SOLE MEMBER

OF

TSB UNIT TRUSTS LIMITED

DATED 8th JUNE 1998



Pursuant to section 381A of the Companies Act 1985, the sole member of the company, resolved as a special resolution:

“That the name of the company be changed to Lloyds TSB Unit Trust Managers Limited with effect from 6th July, 1998.”

A handwritten signature in cursive script, appearing to read "J. Rodgers".

Secretary