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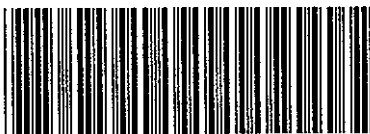
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

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

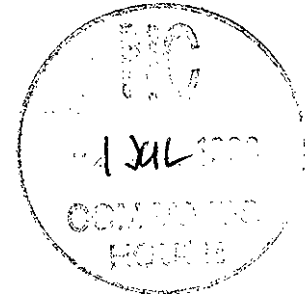
HC006B

THE COMPANIES ACT 1985  
PRIVATE COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION  
OF  
THE SOLE MEMBER  
OF  
TSB UNIT TRUSTS LIMITED

DATED 8<sup>th</sup> 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."

*[Signature]*

Secretary