

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2054153

The Registrar of Companies for England and Wales hereby certifies that
NM UK LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FP UK HOLDINGS LIMITED

Given at Companies House, Cardiff, the 1st October 1994



C02054153W

P. Bevan
P. BEVAN

For the Registrar of Companies



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

HC0065

THE COMPANIES ACT 1985

RESOLUTION

OF

NM UK LIMITED

(COMPANY NO. 2054153)

PASSED ON 18TH JULY 1994

COM 63581 LM7

I, the undersigned shareholder, being the holder of all the Shares of the above-named Company now issued, **HEREBY RESOLVE** as follows:

That the name of the Company be changed to FP UK Holdings Limited with effect on and from 1st October 1994.

SIGNED BY)
BRIAN WILLIAM SWEETLAND)
for and on behalf of)
FRIENDS' PROVIDENT LIFE OFFICE)

[Signature]

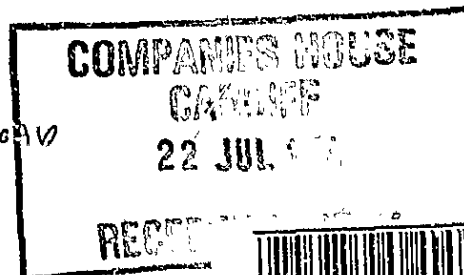
Filed with the Registrar of Companies
On the 18th day of July 1994

ENTREPRISE HOUSE
ISAMBARD BRUNEL ROAD

doc/res3

PORTSMOUTH

PO1 2AW



CUA
2414
182352



AMRQ935G

1937 RECEIPT DATE: 22/07/94