

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2180202

The Registrar of Companies for England and Wales hereby certifies that

CGNU HOLDINGS (AUSTRALIA) LIMITED

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

UNDERSHAFT (NO.1) LIMITED

Given at Companies House, London, the 12th July 2006



C02180202B



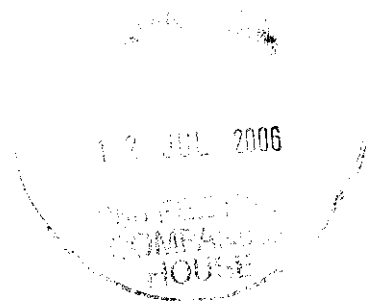
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Card

Company No. 2180202



COMPANIES ACT 1985

SPECIAL RESOLUTION

(Delivered pursuant to Section 380 of the Companies Act 1985)

of

CGNU HOLDINGS (AUSTRALIA) LIMITED

Passed on 7 July 2006

At an Extraordinary General Meeting of the members of the above-named company, duly convened on 7 July 2006 at 4.00pm at St Helen's, 1 Undershaft, London EC3P 3DQ, the following resolution was duly passed as a SPECIAL RESOLUTION:

THAT:

1. the name of the Company be changed with immediate effect to:

Undershaft (No.1) Limited

A handwritten signature in black ink, appearing to read "S. New".

.....
Company Secretary

AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
AVIVA COMPANY
SECRETARIAL SERVICES LIMITED

