

FILE COPY



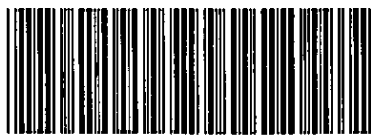
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2278403

The Registrar of Companies for England and Wales hereby certifies that
OXFORD LIFE ASSURANCE COMPANY LIMITED

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

Given at Companies House, Cardiff, the 25th April 2007



C022784030



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

101582/60



Company No: 2278403

THE COMPANIES ACT 1985 – 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF

OXFORD LIFE ASSURANCE COMPANY LIMITED
(the "Company")

Pursuant to Section 381A of the Companies Act 1985

Dated *18 April* 2007

WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company hereby pass the following Resolutions as Special Resolutions and agree that the said Resolutions shall, for all purposes be valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held

Special Resolutions

- 1 THAT the name of the Company be changed to "**Resolution OLACL Limited**", and
- 2 THAT the existing Memorandum and Articles of Association be and are hereby deleted in their entirety and that the new Memorandum and Articles of Association as initialled by the Chairman be and are hereby adopted in place thereof

Ren Greenfield

RE K Greenfield
For and on behalf of
Century Life plc

