

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2395376

The Registrar of Companies for England and Wales hereby certifies that
ROYAL INSURANCE FINANCE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ROYAL & SUN ALLIANCE INSURANCE FINANCE LIMITED

Given at Companies House, Cardiff, the 30th January 1997



C02395376T


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

2395376

ROYAL INSURANCE FINANCE LIMITED



NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 1 Cornhill, London EC3V 3QR on 19th December, 1996 for the purpose of considering and, if thought fit, passing the following resolution as a SPECIAL RESOLUTION:-

Special Resolution

IT WAS RESOLVED that the name of the Company be and is hereby changed to Royal & Sun Alliance Insurance Finance Limited.

A member of the Company entitled to attend and vote is entitled to appoint a proxy and, vote in his stead. The proxy need not be a member of the Company.

By order of the Board

Helen Stanley

Helen Stanley
Company Secretarial Assistant
19th December, 1996

We, the undersigned, being holder of not less than 95% of the issued share capital of Royal Insurance Finance Limited, hereby agree to the above mentioned Resolution being proposed and passed at the above-mentioned meeting notwithstanding that less than 21 days notice thereof shall have been given.

For and on behalf of
ROYAL INSURANCE PUBLIC LIMITED COMPANY

Royal Insurance

DATE: 19-12-96

