

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2457440

The Registrar of Companies for England and Wales hereby certifies that

COUNTRYWIDE ASSURED RETIREMENT SERVICES LIMITED

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

KEY RETIREMENT SOLUTIONS LIMITED

Given at Companies House, Cardiff, the 20th April 2001



C02457440J

Je Thomas

For The Registrar Of Companies



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

214444

£100 SDA
£20 O.P.

Company Registered No 2457440

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)

SPECIAL RESOLUTION

of

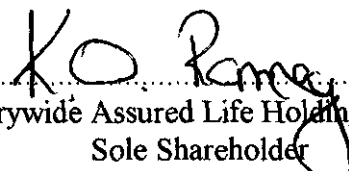
COUNTRYWIDE ASSURED RETIREMENT SERVICES LIMITED
passed on 9 April 2001

Pursuant to Section 318A of the companies Act 1985, we the undersigned, being the sole member of the Company who at the date of these resolutions are entitled to attend and vote at the General Meetings of the Company, hereby, RESOLVE that the following resolution be passed as a Special Resolution:-

SPECIAL RESOLUTION

“That the name of the Company be changed to Key Retirement Solutions Limited with effect from 20 April 2001”.

Dated this 9th day of April 2001.


Countrywide Assured Life Holdings Limited
Sole Shareholder

