



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2791894

The Registrar of Companies for England and Wales hereby certifies that

HALIFAX SECRETARIES LIMITED

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

HBOS SECRETARIES LIMITED

Given at Companies House on **20th May 2008**



C02791894J



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

013880/10

Halifax Secretaries Limited

Registered Office
Trinity Road
Halifax
West Yorkshire
HX1 2RG

Registered in England No. 02791894

**WRITTEN RESOLUTIONS OF THE MEMBERS
(PROPOSED BY THE DIRECTORS)**

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the Board of Directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolution (the 'Special Resolution')

SPECIAL RESOLUTION

That the name of the Company be changed to HBOS Secretaries Limited

We, being the eligible members of the Company, hereby signify our irrevocable agreement to the Special Resolution

THE MEMBERS:

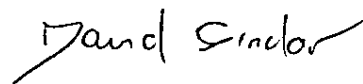
£1.00 Ordinary Shareholders

Certified a true copy/~~extract~~



For and on behalf of
Bank of Scotland plc

Date 30 APRIL 2008



Company Secretary/~~Deputy Secretary~~
Assistant Company Secretary
HBOS plc

SATURDAY



A56 *ABA0UZSG* 464
17/05/2008
COMPANIES HOUSE