

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2862968

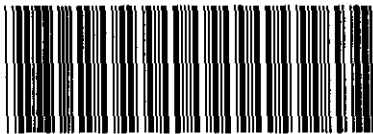
The Registrar of Companies for England and Wales hereby certifies that
SCOTTISH & NEWCASTLE RETAIL PENSIONS LIMITED

having by special resolution changed its name, is now incorporated

under the name of

SPIRIT GROUP RETAIL PENSIONS LIMITED

Given at Companies House, Cardiff, the 21st November 2003



C02862968K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

A/c 00400 BC/10

COMPANY NO. 2862968

SCOTTISH & NEWCASTLE RETAIL PENSIONS LIMITED

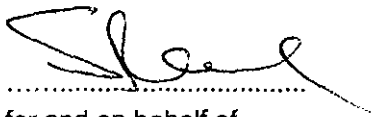
(the "Company")



WRITTEN MEMBER'S RESOLUTION

In accordance with section 381A of the Companies Act 1985, **Spirit Amber Bidco Limited (Company Number 4872046)**, being the only Member of the Company which at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREES** that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting. Accordingly **IT IS RESOLVED THAT:**

1. That the name of the Company be changed to Spirit Group Retail Pensions Limited.



for and on behalf of
Spirit Amber Bidco Limited

19/11/2003
Date



SLAUGHTER AND MAY
ONE BUNHILL ROW
LONDON EC1Y 8YY

KRD/SGW