

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3406905

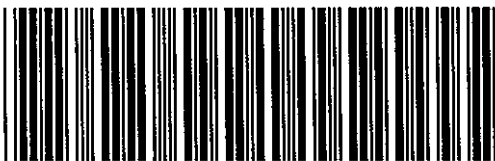
The Registrar of Companies for England and Wales hereby certifies that

FIDELITY INVESTMENTS LIFE COMPANY LIMITED

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

FIDELITY INVESTMENTS LIFE INSURANCE LIMITED

Given at Companies House, Cardiff, the 9th March 1998



C034069058

C. Phillips
C. PHILLIPS

For The Registrar Of Companies

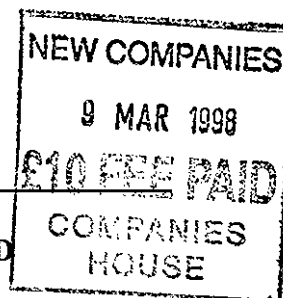


C O M P A N I E S H O U S E

THE COMPANIES ACT 1985 AND 1989

FIDELITY INVESTMENTS LIFE COMPANY LIMITED

Private company limited by shares
Incorporated in England & Wales, number 3406905



WRITTEN RESOLUTION

Pursuant to Section 381A of the Companies Act 1985 the undersigned, being the sole member of Fidelity Investments Life Company Limited 'the Company' who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, hereby resolves:

THAT the name of the Company be changed from Fidelity Investments Life Company Limited to Fidelity Investments Life Insurance Limited and that the secretary be instructed to file a certified copy of this Written Resolution with the Registrar of Companies within fifteen days of the date of this Written Resolution.

The date of this resolution is the date when the resolution is signed for and on behalf of the member of the Company.

A handwritten signature in cursive script, appearing to read 'J. C. Curvey'.

Duly authorised to sign for and on behalf of FMR Corp.
by James C. Curvey, Chief Operating Officer.

February 23, 1998

Certified a true copy of the original
Richard Goly R. B. CROLY
Company Secretary 5th March 1998

BB
712735
£100.