

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3427512

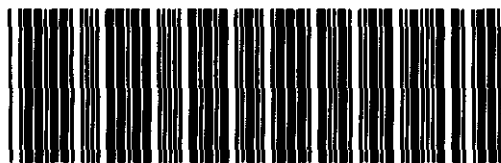
The Registrar of Companies for England and Wales hereby certifies that

VIRGINMONEY LIMITED

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

CHALLENGER (NORWICH) LIMITED

Given at Companies House, London, the 27th July 2001



C03427512Q


L. CONNELLY

For The Registrar Of Companies



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

N/C
E160 1/2
BB 429120
SID+H

No. 3427512



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

Virginmoney Limited


Passed **27** July 2001

We, the undersigned, being all the members of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE:

- (a) pursuant to regulation 53 of Table A (as amended by article 6.7 of the Company's articles of association) to pass the resolution set out below (which would otherwise be required to be passed as a special resolution) by way of written resolution; and
- (b) to give effect to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolution:

THAT the Company name be changed from Virginmoney Limited to Challenger (Norwich) Limited.


Frank Dearie
Alternate director to Neil M Ritchie
Signed on behalf of Virginmoney
Investments Limited


Authorised Signatory
Abacus Secretarisa (Jersey) Limited
COMPANY SECRETARY
Signed on behalf of AMP Virgin
Holdings Limited

