

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3456361

The Registrar of Companies for England and Wales hereby certifies that

BETAMAJOR LIMITED

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

OLD MUTUAL INTERNATIONAL HOLDINGS (UK) LIMITED

Given at Companies House, London, the 26th November 1997



C03456361P

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

Private & Confidential



BETAMAJOR LIMITED

(Registered in England - No. 3456361)

WRITTEN RESOLUTION

(Passed 26 November 1997)

Pursuant to section 381A Companies Act 1985 (as amended by the Companies Act 1989) the following is hereby passed as a Written Resolution of the Company:

THAT the name of the Company be changed to "Old Mutual International Holdings (UK) Limited".

Signed by, or by its duly authorised representative on behalf of, the sole member of the Company who at the date of the Resolution would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting:

Signature: Jo Thorne Jo Thorne

Name: JO THORNE

Date of Signature: 26 November 1997

N/C £100//
RBS 124111
S1047