

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4222791

The Registrar of Companies for England and Wales hereby certifies that  
THE NEW ASSOCIATION OF INVESTMENT TRUST COMPANIES  
LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
THE ASSOCIATION OF INVESTMENT COMPANIES LIMITED

Given at Companies House, Cardiff, the 12th July 2006



\*C04222791B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



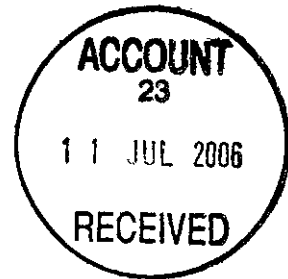
*Companies House*  
— for the record —

HC006B

0040050

THE COMPANIES ACT 1985 (AS AMENDED)

No: 04222791



**THE NEW ASSOCIATION OF INVESTMENT TRUST COMPANIES LIMITED (the "Company")**

The following resolutions were passed as written resolutions on 7 July 2006 by the sole member entitled to receive notice of and to attend and vote at general meetings of the Company.

- (A) that the name of the Company be changed to "The Association of Investment Companies Limited";
- (B) that the provisions of the memorandum of association of the Company be altered by the deletion of sub-clause 3.18 and of the words "and members of any class of either" in sub-clause 3.16; and
- (C) that the regulations contained in the document attached to this resolution (initialled by us for the purposes of identification) be adopted as the articles of association of the Company in substitution for and to the exclusion of all existing articles of association thereof.

*Daniel Godfrey*  
Director/~~Secretary~~

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