

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4493576

The Registrar of Companies for England and Wales hereby certifies that
TRUSHELFCO (NO.2906) LIMITED

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

CANADA LIFE FINANCE (U.K.) LIMITED

Given at Companies House, London, the 16th September 2002



C04493576F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

No: 4493576

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

WRITTEN RESOLUTION

of

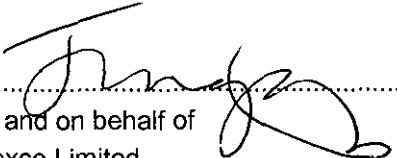
TRUSHELFCO (NO. 2906) LIMITED

In accordance with the articles of the above-named Company, we, being all the members of the Company who at the date of this resolution are entitled to attend and vote at general meetings of the Company, hereby pass the following resolution in writing as a special resolution:

SPECIAL RESOLUTION

That the name of the Company be changed to Canada Life Finance (U.K.) Limited.


.....
for and on behalf of
Trucidator Nominees Limited


.....
for and on behalf of
Trexco Limited

Dated 16 September, 2002

