



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4497886

The Registrar of Companies for England and Wales hereby certifies that

PRAMERICA FINANCIAL LIMITED

having changed its name, is now incorporated under the name of

PRAMERICA FL LIMITED

Given at Companies House on **24th June 2009**



C04497886N



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Registered Number: 4497886

PRAMERICA FINANCIAL LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDER'S SPECIAL RESOLUTION
CIRCULATED ON 15 JUNE 2009
PURSUANT TO CHAPTERS 2 AND 3
OF PART 13 OF THE COMPANIES ACT 2006
PASSED ON 19 JUNE 2009

Pursuant to Chapters 2 and 3 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution.

SPECIAL RESOLUTION

1. THAT the name of the Company be changed from **Pramerica Financial Limited** to **Pramerica FL Limited**.

Please read the explanatory notes at the end of this document before signifying your agreement to the resolutions.

We, the undersigned, were at the time the resolutions were circulated entitled to vote on the resolutions and irrevocably agree to the resolutions.

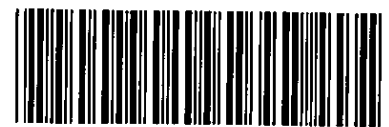
Signed

for and on behalf of PIC Holdings Limited

Date: 19 June 2009



WEDNESDAY



LD1

24/06/2009

49

COMPANIES HOUSE

EXPLANATORY NOTES FOR SHAREHOLDERS:

1. If you agree to the resolutions, please signify your agreement by signing and dating this document where indicated above and returning it to the Company.
2. Once you have indicated your agreement to the resolution, you may not revoke your agreement.
3. Unless, by the date at the end of the 28-day period beginning on the circulation date, sufficient agreement has been received for the resolutions to be passed, they will lapse. If you agree to the resolutions, please ensure that signification of your agreement reaches us before or on this date.

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(the "Company")

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Pursuant to Chapters 2 and 3 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution be passed as a special resolution.

SPECIAL RESOLUTION

1. THAT the name of the company be changed from **Pramerica Financial Limited** to **Pramerica FL Limited**.

Signed Philip Barlett James H. Smith Date: 19 June 2009
for and on behalf of Pramerica Financial Limited