

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4666101

The Registrar of Companies for England and Wales hereby certifies that

ROYAL LIVER (HOLDINGS) PLC

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

ROYAL LIVER (IFA HOLDINGS) PLC

Given at Manchester, the 13th March 2003



C04666101C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

1018530 £80

Company Number: 4666101

11 MAR 2003

ROYAL LIVER (HOLDINGS) PLC (the "Company")

Written Resolution pursuant to

Section 381A Companies Act 1985 (as amended)

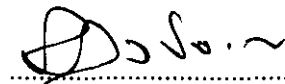
We, the undersigned, being the Members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following written resolution of the Company pursuant to Section 381A of the Companies Act 1985 (as amended);

Special Resolution

That the name of the Company be changed to:-

ROYAL LIVER (IFA HOLDINGS) PLC

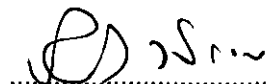
For and on behalf of Royal Liver Trustees Limited



Authorised signatory of Royal Liver Trustees Limited

Dated: 11 March 2003

For and on behalf of Royal Liver Assurance Limited



Authorised signatory of Royal Liver Assurance Limited

Dated: 11 March 2003

