

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6250176

The Registrar of Companies for England and Wales hereby certifies that

B HAIG HOLDCO LIMITED

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

BRIGHTHOUSE GROUP LIMITED

Given at Companies House, London, the 13th September 2007



C06250176C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

6250176

B HAIG HOLDCO LIMITED
("the Company")

NOTICE OF EXTRAORDINARY GENERAL MEETING



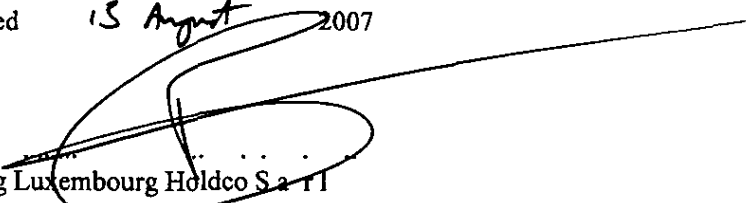
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NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the Company will be held at 54 Jermyn Street, London, SW1Y 6LX on 13 August 2007 for the purposes of considering and, if thought fit, passing the following resolution which is to be proposed as a Special Resolution in accordance with the Articles of Association of the Company

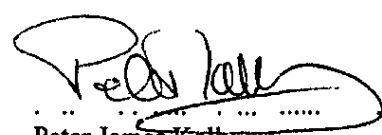
RESOLUTION

- 1 THAT the Company's name be changed to Brighthouse Group Limited

Dated 13 August 2007


Haig Luxembourg Holdco S a r l


Joseph Leo McKee


Peter James Kelly


Hamish Stewart Paton


Andrew John Parkinson

THURSDAY



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"L0LVESX4"
13/09/2007
COMPANIES HOUSE

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