



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6718989

The Registrar of Companies for England and Wales hereby certifies that

ST. JAMES'S PLACE (2009) LIMITED

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

ST. JAMES'S PLACE REASSURANCE (2009) LIMITED

Given at Companies House on **20th November 2008**



C06718989J



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

No 6718989

The Companies Act 2006
Private Company Limited by Shares
Written Resolution of St James's Place (2009) Limited

FRIDAY

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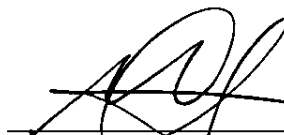


A31 *AGS214TZ* 14/11/2008 12
COMPANIES HOUSE

The following resolution in writing was passed pursuant to Section 288(3) (a) of the Companies Act 2006 on 12 November 2008

SPECIAL RESOLUTION

THAT the name of the Company be changed to ST JAMES'S PLACE REASSURANCE (2009) LIMITED



For and on behalf of
St James's Place (2009) Limited

FOR AND ON BEHALF OF
ST JAMES'S PLACE
ADMINISTRATION LTD
CORPORATE SECRETARY