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Form No.16

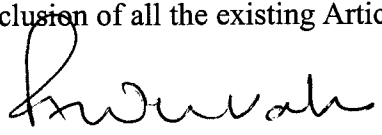
THE COMPANIES (NORTHERN IRELAND) ORDER 1986

CGU INTERNATIONAL INSURANCE plc

At an Extraordinary General Meeting of the Members of the above-named Company duly convened and held at St Helen's, 1 Undershaft, London EC3P 3DQ on the 18th day of August 2006 the following Special Resolutions were duly passed:

SPECIAL RESOLUTIONS

1. That the Company be re-registered as a private limited company pursuant to the provisions of Section 53 of the Companies Act 1985.
2. That the name of the Company be changed to **Aviva International Insurance Limited with effect from 1 September 2006.**
3. That the Memorandum of Association of the Company be altered as follows:
 - (i) in clause 1, by deleting the word "plc" and substituting the word "Limited";
 - (ii) by deleting clause 2;
 - (iii) by renumbering the existing clauses 3 to 5 (both inclusive) as 2 to 4 respectively.
4. The regulations contained in the printed document submitted to the Meeting marked "A" and for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.


Signature
Company Secretary