



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 46694

The Registrar of Companies for Scotland hereby certifies that

CGU TRUST MANAGERS LIMITED

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

ROYAL BANK OF SCOTLAND UNIT TRUST MANAGEMENT LIMITED

Given at Companies House, Edinburgh, the 3rd February 2003



CSC0466942



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Registered No: SC046694



COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

THE SOLE MEMBER

of

CGU Trust Managers Limited (the "Company")

Date of the Resolution: 29 January 2003

The following resolution was passed as a Written Resolution of the Company pursuant to Article 59 of the Articles of Association of the Company:

RESOLUTION

- 1 "That the name of the Company be changed from "CGU Trust Managers Limited" to "Royal Bank of Scotland Unit Trust Management Limited", such change of name to become effective on 3 February 2003, and accordingly that the name "CGU Trust Managers Limited" be replaced by the name "Royal Bank of Scotland Unit Trust Management Limited" in clause 1 of the Company's Memorandum of Association."

BY ORDER OF THE BOARD



Secretary - Alan Mills

