

No. 85610

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
of
BRITANNIA LIFE UNIT MANAGERS LIMITED

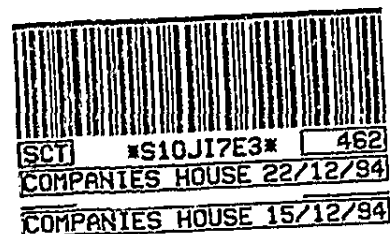
Passed on 23 November 1994

At an Extraordinary General Meeting of the above named Company duly convened and held at Leek on 23 November 1994 the following Resolution was duly passed as a Special Resolution -

SPECIAL RESOLUTION

'That the name of the Company be changed to BRITANNIA FUND MANAGERS LIMITED with effect from 1 January 1995'.

Certified a true copy
Deborah A. Wagner



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 85610

The Registrar of Companies for Scotland hereby certifies that

BRITANNIA LIFE UNIT MANAGERS LIMITED

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

BRITANNIA FUND MANAGERS LIMITED

Given at Companies House, Edinburgh, the 1st January 1995

J. HENDERSON

Registrar Of Companies



C O M P A N I E S H O U S E