

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 200801

The Registrar of Companies for Scotland hereby certifies that

BRITANNIC ASSET MANAGEMENT LIMITED

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

RESOLUTION ASSET MANAGEMENT LIMITED

Given at Companies House, Edinburgh, the 2nd May 2006



CSC2008011



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

GB

BRITANNIC ASSET MANAGEMENT LIMITED

(Company No. SC200801)

(the "Company")

Written Resolution



We, the undersigned, being the sole member of the Company entitled to attend and vote at any general meeting of the Company in respect of the Resolution set out below, HEREBY AGREE AND RESOLVE, pursuant to s 381A Companies Act 1985, that the following resolution be passed as a Special Resolution of the Company:

Special Resolution

THAT the name of the company be changed to Resolution Asset Management Limited with effect from 2 May 2006.

Signed..... *P. G. / A (Secretary)*

For and on behalf of
Resolution plc

Dated..... *24.4.06*

