

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4397128

The Registrar of Companies for England and Wales hereby certifies that
BEALAW (610) LIMITED

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

STANDARD LIFE GROUP LIMITED

Given at Companies House, London, the 27th June 2002



C04397128Q

Sandra Dujardin

SANDRA DUJARDIN

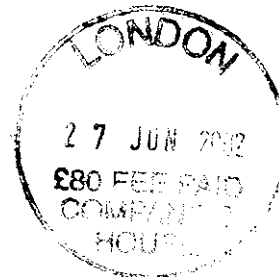
For The Registrar Of Companies



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

3/10/02
N/C
412715

Company Number: 4397128



COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BEALAW (610) LIMITED
("the Company")

We, being the sole member of the Company having the right to attend and vote at General Meetings of the Company, hereby pass the following Written Resolution as a Special Resolution pursuant to Article 54 of the Articles of Association of the Company and declare that the said Resolution shall for all purposes be as valid and effective as if passed at a General Meeting of the Company duly convened.

Special Resolution

THAT the name of the Company be changed from Bealaw (610) Limited to Standard Life Group Limited.

DATED this 26 day of June 2002

WMRBatle

For and on behalf of
CROFT NOMINEES LIMITED

