

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 19772

The Registrar of Companies for England and Wales hereby certifies that

WINTERTHUR LIFE UK LIMITED

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

WLUK LIMITED

Given at Companies House, London, the 1st June 2001



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Ashah

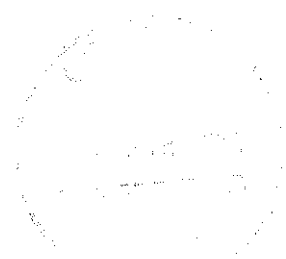
For The Registrar Of Companies



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

SIDAY £80.00
NIK
NW 750223

No: 00019772



THE COMPANIES ACT 1985 (AS AMENDED)

Private Company Limited by Shares

RESOLUTION

of

WINTERTHUR LIFE UK LIMITED

Resolution in writing of the above named Company passed in accordance with the Articles of Association of the Company on 21 May 2001

Special Resolution

THAT the name of the Company be changed to WLUK Limited with effect from 1 June 2001.

Secretary

21/05/01
Date



LD1 *LQ2A315W* 0081
COMPANIES HOUSE 01/06/01