

Company No.
889209

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

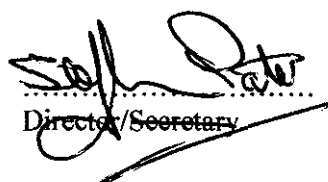
**CERTIFIED TRUE COPY OF A WRITTEN RESOLUTION OF
SUN ALLIANCE LINKED LIFE INSURANCE LIMITED
PASSED ON 18 JUNE 2001**

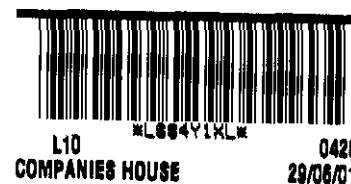
The sole member of the Company passes the following resolution:

RESOLUTION

"That the authorised share capital of the Company be reduced by cancelling and extinguishing 9,000,000 issued Ordinary Shares of £1 each registered in the name of Royal & Sun Alliance Life Holdings Limited"

Certified a true copy


Director/Secretary



CO:851232.1

Fixed copy
Received by
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