

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2791885

The Registrar of Companies for England and Wales hereby certifies that

HBOS FINANCIAL SERVICES LIMITED

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

HBOS NON TRADING (NO.2) LIMITED

Given at Companies House, London, the 2nd May 2003



C027918851



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

000689

HBOS FINANCIAL SERVICES LIMITED

**Registered Office
Trinity Road
Halifax
West Yorkshire
HX1 2RG**



Registered in England No 2791885

WRITTEN RESOLUTION OF THE SHAREHOLDERS

We, the undersigned, being all the Shareholders of the Company entitled to attend and vote at General Meetings of the Company as at the date of this resolution, hereby pass the following resolution and agree that the resolution shall, for all purposes be valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

RESOLUTION

THAT

- We hereby RESOLVE that the name of the Company be changed to HBOS Non Trading (No.2) Limited.

Dated 1 MAY 2003

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For and on behalf of Halifax
Directors Limited

.....
For and on behalf of Halifax
Secretaries Limited

