

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3104978

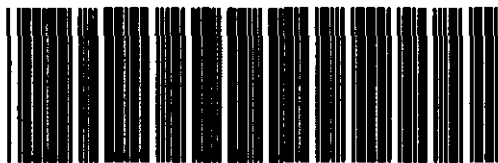
The Registrar of Companies for England and Wales hereby certifies that

LIBERTY INTERNATIONAL PENSIONS LIMITED

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

SCHRODER PENSIONS LIMITED

Given at Companies House, London, the 31st July 2000




BEE LAN LEE

C03104978U

For The Registrar Of Companies



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

Company No: 03104978

Certified true copy
Linklaters
28 July 2000

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

LIBERTY INTERNATIONAL PENSIONS LIMITED

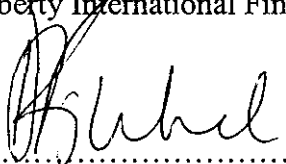
In accordance with section 381A of the Companies Act 1985 (as amended) we, being all the members of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting duly convened and held at which we were present, pass the following written resolution:

WRITTEN RESOLUTION

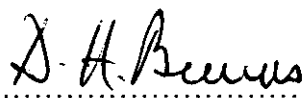
- 1 **That** the name of the Company be changed to Schroder Pensions Limited.

Dated 27 July 2000

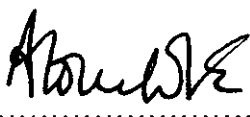
Signed
For and on behalf of
Liberty International Financial Services PLC


.....

Signed
For and on behalf of
Capital Group International Inc.


.....

Signed
For and on behalf of
Britel Fund Trustees Limited


.....

N/C London
SIDAY
CASH