



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4560770

The Registrar of Companies for England and Wales hereby certifies that

RESOLUTION LIFE GROUP LIMITED

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

PEARL RLG LIMITED

Given at Companies House on **1st May 2008**



C045607700



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company Number 4560770



SPECIAL RESOLUTION
of
RESOLUTION LIFE GROUP LIMITED

PASSED ON 30 APRIL 2008

The following resolution was duly passed as a special resolution on 30 April 2008 by way of written resolution under Chapter 2 of Part 13 of the Companies Act 2006

A copy of the written resolution is attached

SPECIAL RESOLUTION

"THAT the name of the Company be changed to Pearl RLG Limited"

Signed for and on behalf of Resolution Life Group Limited

Authorised Signatory on behalf of
Resolution Secretariat Services Limited –
Company Secretary

THURSDAY



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

RESOLUTION LIFE GROUP LIMITED

(Registered Number 4560770)

(the "Company")

30 APRIL 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (**Resolution**)

SPECIAL RESOLUTION

"THAT the name of the Company be changed to Pearl RLG Limited"

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution on 30 April 2008, hereby irrevocably agrees to the Resolution

Signed for and on behalf of Resolution
plc

A handwritten signature in black ink, appearing to be 'L. C. [unclear]', written over a horizontal line.

Date

30/4/2008