



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 392902

The Registrar of Companies for England and Wales hereby certifies that

CAPITAL BANK LIMITED

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

CAPITAL 1945 LIMITED

Given at Companies House on **20th May 2008**



C00392902J



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

£10 paid

CAPITAL BANK Limited

**Registered Office
Charterhall House
Charterhall Drive
Chester
CH88 3AN**

Registered in England No. 00392902

**WRITTEN RESOLUTIONS OF THE MEMBERS
(PROPOSED BY THE DIRECTORS)**

In accordance with Part 13, Chapter 2 of the Companies Act 2006, the Board of Directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolution (the 'Special Resolution')

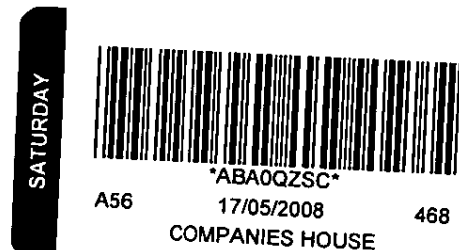
SPECIAL RESOLUTION

That the name of the Company be changed to Capital 1945 Limited

We, being the eligible members of the Company, hereby signify our irrevocable agreement to the Special Resolution

THE MEMBERS:

£1.00 Ordinary Shareholders



For and on behalf of
Bank of Scotland plc

Date

A. Lockhart
For and on behalf of
Bank of Scotland Central Nominees Limited

Date *6 MAY 2008*

Certified a true copy/extract

David Sinclair
Company Secretary/Deputy Secretary
Assistant Company Secretary
H&S plc

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A56 17/05/2008 467
COMPANIES HOUSE



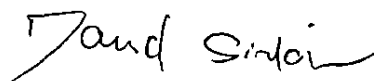
For and on behalf of
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Date 6 MAY 2008

For and on behalf of
Bank of Scotland Central Nominees Limited

Date

Certified a true copy/extract



Company Secretary/Deputy Secretary
Assistant Company Secretary
NBS plc