

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 652819

The Registrar of Companies for England and Wales hereby certifies that

LLOYDS ASSOCIATED AIR LEASING LIMITED

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

GRESHAM LEASING MARCH (1) LIMITED

Given at Companies House, London, the 10th August 2006



C006528199



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

CH A/c

Registered Number: 00652819

LLOYDS ASSOCIATED AIR LEASING LIMITED
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTIONS IN WRITING

In accordance with Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as incorporated in the Company's Articles of Association we, the sole member of the Company who would, at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present RESOLVE in writing as follows:

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to "Gresham Leasing March (1) Limited".
2. THAT the financial assistance which it is proposed that the Company shall give to Sealdrift Limited in connection with its proposed acquisition of shares of the Company, particulars of which assistance are contained in the Statutory Declaration to be made by the Directors of the Company (a copy of the draft of which is appended to this resolution and marked "A" for identification), be and is hereby approved.

Sole Member

Signed

Date... 3rd August 2006

for and on behalf of Lloyds TSB Leasing Limited

