



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 770529

The Registrar of Companies for England and Wales hereby certifies that

MCCARTHY & STONE (DEVELOPMENTS) LIMITED

having changed its name, is now incorporated under the name of

MONARCH REALISATIONS 2 LIMITED

Given at Companies House on **24th April 2009**



C00770529N



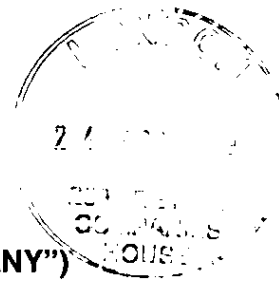
Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

127903/300

Company No. 00770529



MCCARTHY & STONE (DEVELOPMENTS) LIMITED (THE "COMPANY")

Written Resolution of the Sole Member of the Company

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the Directors of the Company proposes that the following resolution (the "Resolution") is passed by the Company. The Resolution is proposed as a Special Resolution.

Special Resolution

THAT the name of the Company be changed from McCarthy & Stone (Developments) Limited to Monarch Realisations 2 Limited.

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 24 April 2009, hereby irrevocably agrees to the Resolution:

Signed for and on behalf of

McCarthy & Stone plc (in administration) by

one of its administrators (as its agent without personal liability)

Date:

24 April 2009

FRIDAY



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LD1 24/04/2009 59
COMPANIES HOUSE

NOTES:

1 If you agree with the Resolution please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

- **By Hand:** delivering the signed copy to Trevor Green.
- **Post:** returning the signed copy by post to Trevor Green, Homelife House, 26-32 Oxford Road, Bournemouth, Dorset, BH8 8EZ.
- **Fax:** faxing the signed copy to 01202 508006 marked "For the attention of Trevor Green".
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to trevor.green@mccarthyandstone.co.uk. Please enter "Written resolution dated 24 April 2009" in the e-mail subject box.

- 2** If you have received the Resolution by e-mail you may also indicate your agreement by replying to the original e-mail containing the Resolution. For your agreement to be valid you must state your name and that you irrevocably agree to the Resolution.
- 3** If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
- 4** Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
- 5** Unless, by midnight on 22 May 2009, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before this time.
- 6** In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
- 7** If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.