

FILE COPY

CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF A PUBLIC COMPANY AS A PRIVATE COMPANY

Company No. 2042458

The Registrar of Companies for England/Wales hereby certifies that

COLLATERALISED MORTGAGE SECURITIES (NO 5) PLC

formerly registered as a public company has this day been re-registered under the Companies Act 2006 as a private company is now incorporated under the name of

COLLATERALISED MORTGAGE SECURITIES (NO 5) LIMITED

and that the company is limited by shares.

Its registered office is situated in England/Wales.

Given at Companies House on 27th May 2011







RM 27/05/2011 COMPANIES HOUSE

