

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

SANTANDER BANK LIMITED

COMPANY NUMBER 2343426
(the "Company")

PROPOSED BY THE BOARD OF DIRECTORS OF THE COMPANY IN
ACCORDANCE WITH SECTION 291 OF THE COMPANIES ACT 2006

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Abbey National Properties (2) Limited"

By order of the Board



Director

Date 16 April 2010

MONDAY



LD1
17/05/2010
COMPANIES HOUSE

98



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2343426

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

SANTANDER BANK LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

ABBEY NATIONAL PROPERTIES (2) LIMITED

Given at Companies House on 17th May 2010



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES