

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2579363

The Registrar of Companies for England and Wales hereby certifies that

MACQUARIE INTERNATIONALE HOLDINGS LIMITED

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

MACQUARIE UK HOLDINGS LIMITED

Given at Companies House, London, the 7th November 2007



C025793636



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

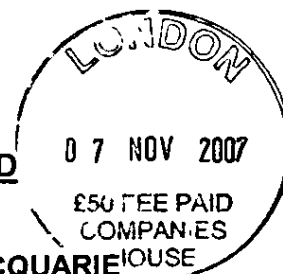


Companies House

— for the record —

MACQUARIE INTERNATIONALE HOLDINGS LIMITED

Company Number 02579363



**WRITTEN RESOLUTION OF THE SOLE SHAREHOLDER OF MACQUARIE
INTERNATIONALE HOLDINGS LIMITED ("the Company") MADE IN
ACCORDANCE WITH SECTION 381A OF THE COMPANIES ACT 1985**

Dated this 10th day of October 2007

We, the undersigned, being the sole shareholder of the Company for the time being entitled to attend and vote at a general meeting of the Company, hereby state that the following resolution has been duly passed as a **SPECIAL RESOLUTION**

- That the name of the Company be changed to

Macquarie UK Holdings Limited

For and on behalf of
Macquarie Group International
Holdings Pty Limited

Dennis Leong
Authorised signatory

WEDNESDAY



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07/11/2007

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COMPANIES HOUSE