



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2757319

The Registrar of Companies for England and Wales hereby certifies that

POTENTIA INTERNATIONAL LTD

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

GTUK DORMANT NO.1 LIMITED

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



C02757319N



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

704374/10.

Company No: 02757319

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED WITH
SHARE CAPITAL

WRITTEN RESOLUTION
of
Potentia International Ltd
(the "Company")

CIRCULATION DATE: 31 March 2009

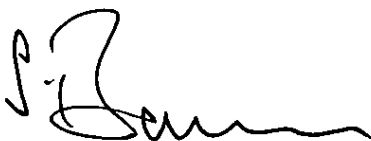
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

SPECIAL RESOLUTION

THAT the name of the Company be changed to GTUK Dormant No.1 LIMITED".

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

The undersigned, being the sole member for the time being of the Company entitled to vote on the Resolution on the Circulation Date above, hereby irrevocably agrees to the Resolution:

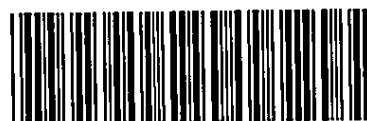


Signed for and on behalf of
Grant Thornton UK LLP

Dated this day of 2009

NOTES

TUESDAY



A1905975

A20

21/04/2009

361

COMPANIES HOUSE

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:

- 1.1 By Hand: delivering the signed copy to Clive Fathers c/o Grant Thornton House, Melton Street, London NW1 2EP.
- 1.2 Post: returning the signed copy by post to Clive Fathers c/o Grant Thornton House, Melton Street, London NW1 2EP.
- 1.3 Fax: faxing the signed copy to +44 (0)20 7728 2632 marked "For the attention of Clive Fathers"

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.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, by 28 days after the Circulation Date, 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 or during this date.

5. 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.