



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3517613

The Registrar of Companies for England and Wales hereby certifies that

M P C INVESTORS LIMITED

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

RWC PARTNERS LIMITED

Given at Companies House on **16th June 2008**



C03517613F



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

104240/00

MPC INVESTORS LIMITED.
(the "Company") (CRN-03517613)



Minutes of the general meeting (the "Meeting") of the Shareholders of MPC Investors Limited
held at 60 Petty France, London, SW1H 9EU at 10:00 am on 5th June 2008

1 INTRODUCTION

The chairman noted that a quorum was present

2 NOTICE

The notice convening the Meeting was taken as read

3 RESOLUTIONS

3 1 The special resolution

"That the name of the Company be changed from MPC Investors Limited to RWC Partners Limited, and that the Articles of Association of the Company be amended accordingly"

was then proposed to the meeting as a special resolution

Those in favour All six shareholders present

Those against, none received

The chairman declared that the resolution was carried unanimously

3 2 The resolution

"that Article 2 6 2 of the Company's Articles of Association be deleted and replaced with the following

shall expire not more than five years from the date of the adoption of these articles or (if such authority is renewed or varied by the company in general meeting) on the date specified in the resolution on which the renewed or varied authority shall expire, provided always that in circumstances where the provisions of the Act or such other prevailing laws, statutes or regulations permit such authority to be granted to the Directors without limit in terms of duration, these provisions shall prevail and such authority shall be granted to the Directors without limit in terms of duration"

was then proposed to the meeting as a resolution

Those in favour All six shareholders present

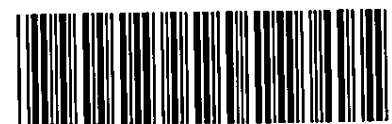
Those against, none received

The chairman declared that the resolution was carried unanimously

3 3 The resolution

"that the authority granted to the directors of the Company under article 2 5 is hereby extended for a further five years and that the authority of the directors of the Company to grant options

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COMPANIES HOUSE

29

over the unissued share capital of the Company since the expiry of the previous authority on 24th January 2006 be and is hereby ratified and confirmed”

was then proposed to the meeting as a resolution

Those in favour All six shareholders present

Those against, none received

The chairman declared that the resolution was carried unanimously

4 **CLOSE**

4.1 The meeting was closed at 10.15 am



Chairman