

Registered Number: 03640742

THE COMPANIES ACTS

Ultimate Leisure (Holdings) Limited (in administration)
(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

SHAREHOLDER'S WRITTEN RESOLUTION
CIRCULATED ON MONDAY 14 DECEMBER 2009
PURSUANT TO CHAPTER 2
OF PART 13 OF THE COMPANIES ACT 2006

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Company acting by its administrators Dermot Justin Power, Tracey Lee Pye and Shay Bannon, Insolvency Practitioners of BDO Stoy Hayward LLP, 55 Baker Street, London, W1U 7EU as agents and without personal liability propose that the following resolution be passed as a special resolution:

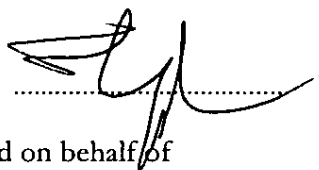
RESOLUTION

THAT: the name of the Company be changed to "Ness Recoveries 9 Limited".

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

We, the undersigned, were at the time the resolution was circulated entitled to vote on the resolution and irrevocably agree to the resolution.

Signed



Date14/12/..... 2009

For and on behalf of

Premium Bars and Restaurants plc (in administration)
by one of its administrators as its
agent and without personal liability

December 2009



30-12-09

145



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3640742

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

ULTIMATE LEISURE (HOLDINGS) LIMITED

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

NESS RECOVERIES 9 LIMITED

Given at Companies House on **19th January 2010**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES