

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4216938

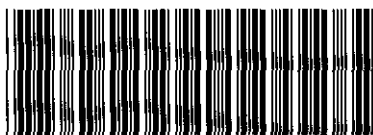
The Registrar of Companies for England and Wales hereby certifies that
RBS HOTEL INVESTMENTS NO 9 LIMITED

having by special resolution changed its name, is now incorporated

under the name of

VENICE SELSDON PROPCO LIMITED

Given at Companies House, Cardiff, the 4th October 2006



C042169383



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

000744/60

Company No. 4216938

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

RBS HOTEL INVESTMENTS (NO 9) LIMITED
(the "Company")

Venice Bidco A Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as written resolution:

1. THAT the Company's name be changed to VENICE SELSDON PROPCO LIMITED.

SIGNATURE:


for and on behalf of Venice Bidco A Limited

DATE:

