

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4354047

The Registrar of Companies for England and Wales hereby certifies that  
FILBUK 694 LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
AMBROSDEN (NO2) RESIDENTS COMPANY LIMITED

Given at Companies House, Cardiff, the 3rd July 2002



\*C043540472\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

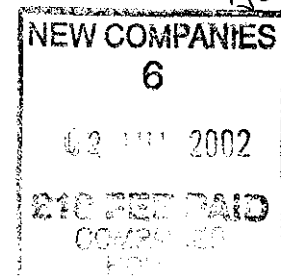
Company No: 4354047

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**FILBUK 694 LIMITED**

**(Passed 18<sup>th</sup> June 2002)**



Pursuant to Regulation 53 of Table A which is incorporated into the Articles of Association of the Company the undermentioned Resolutions have been passed as Special Resolutions of the Company as if passed at a General Meeting (duly convened and held) and has been assented to by the Members of the Company listed after them (being all the Members entitled to attend and vote at a General Meeting of the Company).

**SPECIAL RESOLUTIONS**


1. THAT the name of the Company be changed to "Ambrosden (No2)Residents Company Limited".
2. THAT the regulations contained in the type written document marked "A" annexed hereto be and are hereby approved and adopted as the new Memorandum of Association of the Company in substitution for and to the exclusion of existing Memorandum of Association of the Company.
3. THAT the regulations contained in the type written document marked "B" annexed hereto be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.
4. THAT the share capital of the Company be increased to £1,000.00 beyond the authorised share capital of £100.00 by the creation of an additional 900 ordinary shares of £1.00 each in the capital of the Company
5. THAT:-
  - 5.1 The issued Ordinary Share of £1.00 registered in the name of Paul Pugh at the date hereof;
  - 5.2 The issued Ordinary Share of £1.00 registered in the name of Mark New at the date hereof together with all of the unissued Ordinary Shares of £1.00 each in the capital of the Company;

be reclassified as one "A" Share of £1.00 and "B" Shares of £1.00 each respectively such shares having the rights and being subject to restrictions contained in the Articles of Association to be adopted pursuant to Resolution 3 above.

- 6 THAT the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) ("the Act") up to an aggregate nominal amount of £998 in substitution for any authority previously conferred upon them save to the extent that the same may already have been exercised PROVIDED that this authority shall expire on the date five years after the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuant of such offer or agreement as if the authority conferred thereby had not expired.
- 7 THAT, subject to the passing of the previous Resolution, the Directors be and are hereby empowered pursuant to Section 95 of the Act to allot equity securities (within the meaning of Section 94 of the Act) pursuant to the authority conferred by the previous Resolution, as if Section 89(1) of that Act did not apply to any such allotment PROVIDED that this authority shall expire on the date five years after the passing of this Resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuant of such offer or agreement as if the authority conferred hereby had not expired.

Dated: 18<sup>th</sup> June 2002

SIGNED

A handwritten signature in black ink, consisting of a large, stylized 'D' followed by a horizontal stroke and a small upward flick.

SIGNED

A handwritten signature in black ink, featuring a large, sweeping 'K' or 'L' shape with a horizontal base and a small upward flick.