

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4630928

The Registrar of Companies for England and Wales hereby certifies that

DERWENT NOMINEES (NO 1) LIMITED

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

GRAINGER EMPLOYEES LIMITED

Given at Companies House, Cardiff, the 29th November 2006



C04630928S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

390850/5

WE CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
DOCUMENT 28/11/06
Dickinson Dees
DICKINSON DEES LAW FIRM

COMPANY NUMBER: 04630928

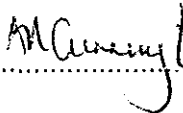
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
DERWENT NOMINEES (NO 1) LIMITED

passed on 27 November 2006

Pursuant to regulation 53 of Table A in the Schedule to the Companies (Tables A-F) Regulations 1985 (which forms part of the articles of association of the Company), we the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby unanimously pass the following resolution as a written resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

WRITTEN RESOLUTION

That the name of the Company be changed to "Grainger Employees Limited".



for an on behalf of
Derwent Developments Limited

27 November 2006

