

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5019636

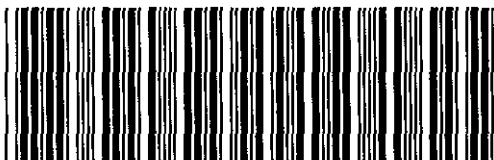
The Registrar of Companies for England and Wales hereby certifies that

GRAINGER LIMITED

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

GRAINGER EMPLOYEES LIMITED

Given at Companies House, Cardiff, the 5th March 2007



C050196364



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



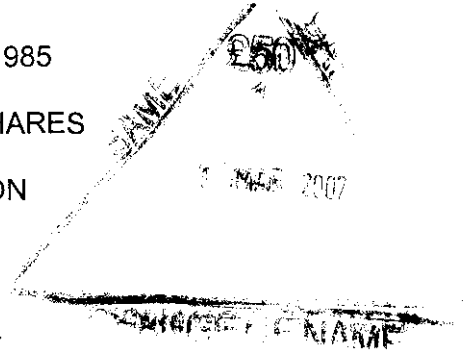
Companies House

— for the record —

392747/150

COMPANY NUMBER: 5019636

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
GRAINGER LIMITED



passed on 28 February 2007

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 of the Company duly convened and held.

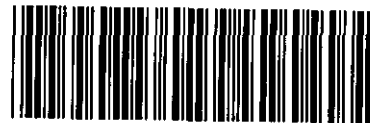
WRITTEN RESOLUTION

That the name of the Company be changed to "Grainger Employees Limited" as from 5 March 2007.

for and on behalf of Grainger Trust plc

28 February 2007

THURSDAY



A4O48NHI
A51 01/03/2007 644
COMPANIES HOUSE