

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5540673

The Registrar of Companies for England and Wales hereby certifies that
PRECIS (2553) LIMITED

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

WITTINGTON INVESTMENTS (LGV5) LIMITED

Given at Companies House, London, the 13th October 2005



C05540673C



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

076111



(Company No. 5540673)
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

- of -

PRECIS (2553) LIMITED (THE "COMPANY")

The following resolutions were duly passed by the Company's sole shareholder in writing on 13 October 2005:

1. **THAT** the name of the Company be changed to Wittington Investments (LGV5) Limited.
2. **THAT** Clause 3 of the Memorandum of Association of the Company be amended by the addition of the following article as article 3(1) of the Memorandum of Association of the Company and that all other articles of the Memorandum of Association be renumbered accordingly:

"3. The Company's objects are:

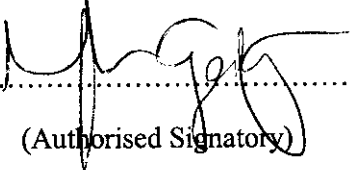
(1) "To act as a partner whether limited, general or otherwise of a partnership or partnerships (of any nature and wheresoever registered, incorporated or constituted) in order to acquire, operate, manage, let, dispose of or otherwise deal with property, with shares, stock, debentures, debenture stocks, bonds, notes, obligations and securities of property companies and with all other property related assets whatsoever and wheresoever situated and for that purpose to acquire and hold either in the name of the Company or in that of any nominee interests in any partnership (whether general or limited)."
3. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
4. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
5. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
6. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving/the renewal, after the passing of this resolution, of an authority to allot shares.
7. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to



the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.

8. **THAT** pursuant to Section 390A(1), Companies Act 1985, the Company hereby authorises the sole Director or at such time as the Company has more than one Director, the Directors, to fix the remuneration of the auditors until otherwise resolved.

For and on behalf of
PEREGRINE SECRETARIAL SERVICES LIMITED

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(Authorised Signatory)