

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5593236

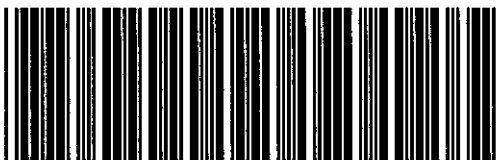
The Registrar of Companies for England and Wales hereby certifies that

SHELFCO (NO. 3140) LIMITED

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

APIA NOMINEE 1 LIMITED

Given at Companies House, London, the 15th December 2005



\*C05593236E\*

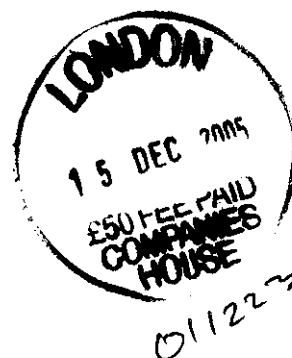


THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

**THE COMPANIES ACT 1985 & 1989**  
**PRIVATE COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**  
**of**  
**SHELFCO (NO.3140) LIMITED**



(the "Company")

Written record of a decision of the sole Member of the Company made on 15 December 2005 having the effect of Special Resolutions passed by the Company in general meeting and notified to the Company in accordance with section 382B of the Companies Act 1985.

**Special Resolutions**

1. THAT the name of the Company be changed to Apia Nominee 1 Limited.
2. THAT the memorandum of association of the Company be amended in the following way:
  - 2.1 the deletion of 3 (A) (i) - (ii) in its entirety and the insertion of the following new clauses 3 (A) (i) – (iii):

“(A) (i) to carry on the business of a property trading company, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses or shares, options, rights, privileges, lands, buildings, leases, underleases and other property rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the land, buildings or other property of the Company, construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide, properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income; and to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which the Company is a member or which are in any manner controlled by, or connected with the Company;



- (ii) to carry on business as general partner or limited partner of any limited partnership wheresoever established; and
- (iii) to do all such things as are incidental or conducive to the carrying on of any trade or business by it.

Dated 15 December 2005

A handwritten signature in black ink, appearing to be 'CK' or similar, written over a dotted line.

For and on behalf of Mikjon Limited  
(the sole Member of the Company).