



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 5878379

The Registrar of Companies for England and Wales hereby certifies that

**5D HOLDINGS LTD**

having changed its name, is now incorporated under the name of

**INTERBAY HOLDINGS LTD**

Given at Companies House on **10th December 2008**



**\*C058783799\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

100002/10

**5D HOLDINGS LIMITED**  
(Company Number: 5878379)  
(the "Company")

Minutes of a meeting of the board of directors of the Company  
held at Fusion 1, Solent Business Park, Whitely on 26 September 2008 at 13:45

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**PRESENT:** William Hodson (in the Chair)  
Rory Duff

**IN ATTENDANCE:**

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**1. CHAIRMAN**

The Chairman took the Chair.

**2. QUORUM**

The Chairman noted that due notice of the meeting had been given to the directors of the Company, that the meeting had been duly convened and a quorum was present.

**3. DECLARATION OF INTERESTS**

3.1 In accordance with section 317 of the Companies Act 1985 (the "Act") and the Company's articles of association, each of the directors disclosed his personal interest in the matters referred to in these minutes and generally.

3.2 It was noted that the Company's articles of association permitted the directors who were so interested to nonetheless count towards the quorum for the purposes of the meeting and to vote on the matters to be transacted at the meeting.

**4. PURPOSE OF MEETING**

4.1 The Chairman informed the meeting that it had been convened to consider, and if thought fit, to approve:

4.1.1 Changing the company's name from 5D Holdings Ltd to InterBay Holdings Limited

4.1.2 To adopt the memorandum and Articles for the company as presented

4.1.3 To appoint Colin Bell and Neil Richardson to the Board of the company

**5. APPROVAL OF NAME CHANGE**

5.1 The Board, having carefully considered the proposals, **RESOLVED UNANIMOUSLY** to approve:

5.1.1 Changing the name of the company InterBay Holdings Ltd

5.1.2 Appointing Colin Bell and Neil Richardson to the Board.

**6. CLOSURE OF MEETING**

There being no further business the Chairman declared the meeting closed.



CHAIRMAN

WEDNESDAY



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COMPANIES HOUSE