

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5972501

The Registrar of Companies for England and Wales hereby certifies that

PRECIS (2655) LIMITED

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

WITTINGTON INVESTMENTS (NEXT WAVE) LIMITED

Given at Companies House, London, the 20th December 2006



C05972501J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

PRECIS (2655) LIMITED (THE "COMPANY")**(Company No. 5972501)****WRITTEN RESOLUTIONS OF THE SOLE MEMBER OF THE COMPANY****IN LIEU OF A GENERAL MEETING****PASSED ON 20 December 2006**

Peregrine Secretarial Services Limited, the sole member of the Company entitled to attend and vote at a general meeting hereby resolves:-

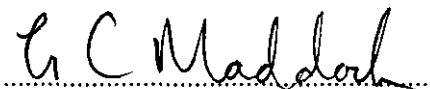
1. **THAT** the name of the Company be changed to Wittington Investments (Next Wave) Limited.
2. **THAT** Clause 3 of the Memorandum of Association of the Company be amended by the addition of the following article as article 3(1) of the Memorandum of Association of the Company and that all other articles 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 and hold shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world 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.
9. **THAT** the sole Director, or at such time as the Company has more than one Director, the Directors, be hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £100 provided that the authority hereby given shall expire on 19th October 2011 save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the sole Director or the Directors, as the case may be, shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired.
10. **THAT** the Directors be and they are hereby empowered pursuant to Section 95 of the Companies Act 1985 to allot equity securities (as defined in Section 94(2) of that Act) for cash pursuant to the authority conferred by Resolution 1 above as if Section 89(1) of that Act did not apply to any such allotment and this authority shall expire on 23 October 2011 save that the Company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.



For and on behalf of Peregrine Secretarial Services Limited
(Authorised Signatory)

Dated: 20 December 2006