



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6445043

The Registrar of Companies for England and Wales hereby certifies that

PRECIS (2743) LIMITED

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

GUSIUTE HOLDINGS (UK) LIMITED

Given at Companies House on **4th March 2008**



C064450433



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

506313



Company No. 6445043

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS PASSED PURSUANT TO
SECTION 288 OF THE COMPANIES ACT 2006

- of -

PRECIS (2743) LIMITED (the "Company")

Having been proposed by the sole director of the Company, the following written resolution was duly passed by the Company's sole shareholder pursuant to section 288 of the Companies Act 2006 as a special resolution on 4 March 2008

1. **THAT** the name of the Company be changed to Gusiute Holdings (UK) Limited.

Having been proposed by the sole director of the Company, the following written resolutions were duly passed by the Company's sole shareholder pursuant to section 288 of the Companies Act 2006 as ordinary resolutions on 4 March 2008

2. **THAT** Deloitte & Touche LLP be appointed as auditors of the Company
3. **THAT** the authorised share capital of the Company be increased from £100 to £500,000,000 by the creation of an additional 499,999,900 ordinary shares of £1 each
4. **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 £499,999,998 provided that the authority hereby given shall expire on 3 March 2013 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
5. **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
(Authorised Signatory)

TUESDAY



LD1 04/03/2008 235
COMPANIES HOUSE