



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6483112

The Registrar of Companies for England and Wales hereby certifies that

OVAL (2178) LIMITED

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

AVANCE HOLDINGS (NO:1) TRUSTEES LIMITED

Given at Companies House on **26th February 2008**



C06483112P



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

419852/10

Company no. 6483112

The Companies Act 2006

Private company limited by shares

Written resolutions

of

**Oval (2178) Limited
(the "Company")**

SATURDAY



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AYAKPXG4

23/02/2008

COMPANIES HOUSE

253

18 February 2008 (the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of Oval (2178) Limited proposes that.

- resolutions 1 and 2 below are passed as special resolutions (the "**Special Resolutions**").

Special Resolutions:

- 1 **That** the name of the Company be and it is changed to "Avance Holdings (No:1) Trustees Limited"
2. **That** the following clauses (a) and (b) be and they are approved and adopted in substitution for and to the exclusion of the existing clauses 3(a) and (b) of the memorandum of association of the Company:
 - (a) " to carry on business as a trust corporation and to undertake any trust or trust business, including acting as trustee of pension funds, and to act as a director or other officer of any company which undertakes any trust or trust business, and to undertake the office of and act as trustee, custodian trustee, judicial trustee, fiscal agent, representant fiduciare, depositary, intermediary, executor, administrator, manager, registrar, paying agent, adviser, agent or attorney of, or for, or in any similar or other capacity for, or in connection with any securities of or issued by, any person or persons, company, corporation, association, institution, syndicate, scheme, fund, government state, colony, province, dominion, sovereign or other authority, supreme, municipal, local or otherwise, and generally to undertake, perform and discharge any trusts, or trust agency business, or any office of confidence, and in such capacity to accept service of proceedings and other documents and exercise any voting rights, and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require and to issue debentures,

debenture stock, bonds obligations and securities of all kinds (including depositary receipts and participation certificates) whether as principal agent, trustee or in any other capacity whatsoever and to frame, constitute and secure the same as may be expedient, with full power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise, and to secure the same by mortgages, charges, liens or otherwise on the undertaking or assets of the company or upon any specific property or rights, present or future, or deposited with the company, or otherwise howsoever, and to promote, facilitate and encourage the creation, issue or conversion of debentures, debenture stocks, bonds, obligations, shares, stock and securities, and to take part in the conversion of businesses, concerns and undertakings into companies, and to remunerate any persons or company for services rendered, or to be rendered, in subscribing or placing or assisting to subscribe or place, or guaranteeing the subscription or placing of any shares in the company's capital, or any debentures, debenture stock, shares, stock or securities, whether issued by the company or not, and to take part in the management, supervision or control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants or other experts whether to investigate or examine the condition, prospects, value, character and circumstances of any business, concern, undertaking, and generally of any assets, property or rights, or for such other purposes as may seem expedient;

- (b) to carry on any other trade or business whatsoever which can in the opinion of the board of directors be advantageously carried on in connection with or ancillary to any of the businesses of the company "

Important:

Please read the notes at the end of this document before signifying your agreement to the Special Resolutions.

The undersigned, being a person entitled to vote on the resolutions on the Circulation Date, hereby irrevocably agrees to the Special Resolutions



duly authorised signatory
for and on behalf of
Oval Nominees Limited

Number of ordinary shares: 1

Date: 18 February 2008