



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6647297

The Registrar of Companies for England and Wales hereby certifies that

BLUEFIN INSURANCE SERVICES LIMITED

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

SMART & COOK LIMITED

Given at Companies House on **31st December 2008**



C06647297U



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 19 DAY OF DEC 2008

THE COMPANIES ACT 2006

Company No 6647297

Pinsent Masons LLP

Pinsent Masons LLP

PRIVATE COMPANY LIMITED BY SHARES

MONDAY



CRS 29/12/2008
COMPANIES HOUSE

53

WRITTEN RESOLUTION

of

BLUEFIN INSURANCE SERVICES LIMITED (the "Company")

19 DECEMBER 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolution is passed as a written resolution of the Company, having effect as a special resolution (the "Resolution").

SPECIAL RESOLUTION

THAT the name of the Company be changed to SMART & COOK LIMITED

AGREEMENT

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

I, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution on 19 December 2008, hereby irrevocably agree to the Resolution:-

For and on behalf of
PINSENT MASONS DIRECTOR
LIMITED

.....
Pinsent Masons Director Limited

19 December 2008

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company at 1 Park Row, Leeds, LS1 5AB.

If you do not agree with the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Where, by 15 January 2009, insufficient agreement has been received for a Resolution to pass, such Resolution will lapse. If you agree to all or any of the Resolutions, please ensure that your agreement reaches us before or during this date.