



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6654800

The Registrar of Companies for England and Wales hereby certifies that

PIMCO 2806 LIMITED

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

HAMMERSON (VALUE RETAIL INVESTMENTS) LIMITED

Given at Companies House on **5th August 2008**



C066548004



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

557157/10

Company No 6654800

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PIMCO 2806 LIMITED (the "Company")

30 July 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the director of the Company proposes that the following resolutions are passed as written resolutions of the Company, having effect as special resolutions (the "Resolutions")

SPECIAL RESOLUTIONS

- 1 **THAT** the name of the Company be changed to HAMMERSON (VALUE RETAIL INVESTMENTS) LIMITED
- 2 **THAT** the authorised share capital of the company be increased from £1,000 to £50,000,000 by the creation of 49,999,000 additional ordinary shares of £1 each, ranking equally with the existing ordinary shares of £1 each **AND THAT** the directors' authority to allot shares contained in the company's articles of association be extended to expire on the fifth anniversary of the passing of this resolution and to cover all unissued shares
- 3 **THAT** the directors be hereby given power in accordance with section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of that Act) pursuant to the authority conferred by article 6 of the Articles of Association as if section 89(1) of the Act did not apply to the allotment

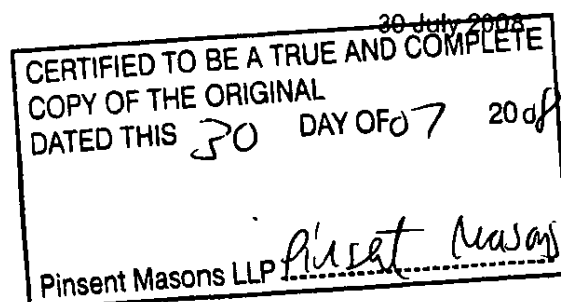
AGREEMENT

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

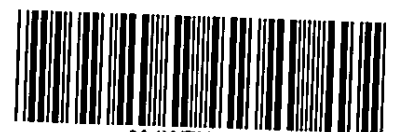
I, the undersigned, the sole shareholder and sole person entitled to vote on the Resolutions on 30 July 2008, hereby irrevocably agree to the Resolutions -

For and on behalf of
PINSENT MASONS DIRECTOR LIMITED


Director/Secretary



FRIDAY



A04 01/08/2008 99
COMPANIES HOUSE