



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6764744

The Registrar of Companies for England and Wales hereby certifies that

CONTINENTAL SHELF 460 LIMITED

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

DROC LIVINGSTON CP LIMITED

Given at Companies House on **15th April 2009**



C06764744E



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CONTINENTAL SHELF 460 LIMITED (the "Company")

(Registered in Scotland under company number 6764744)

Circulation Date: 9 April 2009

We the undersigned, being members of the Company entitled to vote on the following resolution on the Circulation Date, hereby agree to the following special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

Special Resolutions

1. That the name of the Company be changed to "DROC Livingston CP Limited".

2. ~~That the Articles of Association be and are hereby amended as follows:~~

~~a) At Article 1.1.1 the words "(as amended and [in force at the date of adoption of these Articles]) [for the time being in force]*)" be delete and are replaced with the words "(as amended and in force at the date of adoption of these Articles)";~~

~~b) By altering the numbering so that the paragraph immediately following the heading "PROCEEDINGS OF DIRECTORS" becomes Article number "15.1", and~~

~~c) By inserting after the new Article 15.1 the following paragraph, numbered "15.2" stating "Subject always to the provisions of the Companies Act 2006, the board of directors of the Company from time to time may authorise any matter which would, if not so authorised, result in a director infringing his duty under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have a direct or indirect interest that conflicts or possibly may conflict with the interests of the Company."~~

.....
 Duly authorised for The Designer Retail Outlet Centres (Livingston) General Partner Limited as general partner for and on behalf of The Designer Retail Outlet Centres (Livingston) Limited Partnership

Date of agreement to resolution: 9 April 2009

FOR INFORMATION

ONLY

RPL



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15/04/2009

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COMPANIES HOUSE