



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6787528

The Registrar of Companies for England and Wales hereby certifies that

HS 465 LIMITED

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

TESSERA FASHIONS FINANCE LIMITED

Given at Companies House on **23rd February 2009**



C06787528M



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

051530150

Company number: 6787528

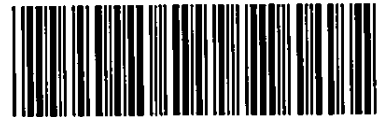
PRIVATE COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
of**

HS 465 LIMITED

(the "Company")

SATURDAY



A22 *AVF087KJ* 70
21/02/2009
COMPANIES HOUSE

Circulation Date: 20 February 2009

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 the directors of the Company propose that the following special resolution (the "**Resolution**") is passed:

We, the undersigned, being the sole member of the Company **HEREBY RESOLVE** as follows:

RESOLUTION

- 1 **THAT** the name of the company be changed to Tessera Fashions Finance Limited.
- 2 **THAT** the Company adopt in substitution for and to the exclusion of all existing articles of association new articles in the form initialled by the Chairman of the board of directors of the Company for the purpose of identification only and that such new articles of association be the regulations of the Company.

AGREEMENT

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

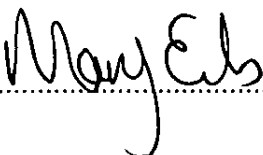
We, the undersigned, were at the time the Resolution was circulated entitled to vote on the Resolution on 20 February 2009 and hereby irrevocably agree to the Resolution:

Name of Member

Signature of Member

Date of Signature

Heatons Directors
Limited



20 February 2009

NOTE:

The resolution set out above will lapse if the required majority of eligible members have not signified their agreement to it within 28 days of the circulate date specified above. If you agree to the resolution, please ensure that your agreement reaches us before that date.