



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6849539

The Registrar of Companies for England and Wales hereby certifies that

HALLCO 1693 LIMITED

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

WM R WINTON HOLDINGS LIMITED

Given at Companies House on **13th July 2009**



C06849539C



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

161891/£40

Company number: 6849539

SATURDAY



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11/07/2009

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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS

of

HALLCO 1693 LIMITED

Circulation date: 10 July 2009

In accordance with the provisions of Chapter 2 of Part 13 Companies Act 2006, the following resolutions are passed as ordinary or special resolutions of the Company (as indicated):

ORDINARY RESOLUTIONS

1. **THAT** the issued share capital of the Company, being 1 ordinary share of £1 each as owned by William Robert Winton be and is hereby sub-divided into 100 ordinary shares of 1pence each.
2. **THAT** the share authorised but unissued share capital of the Company, being 999 ordinary shares of £1 each be and are hereby sub-divided into 99,900 ordinary shares of 1pence each having the rights and being subject to the obligations set out in the articles of association of the Company adopted pursuant to resolution 6 below.
3. **THAT**, in substitution for all existing and unexercised authorities and powers, the directors of the Company be and they are hereby generally and unconditionally authorised for the purpose of section 80 of the Companies Act 1985 (the "**Act**") to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act) to such persons at such times and generally on such terms and conditions as the directors may determine (subject always to the articles of association of the Company) provided that:
 - (a) the maximum nominal amount of such securities which may be allotted under this authority is £1,000; and
 - (b) this authority shall, unless previously renewed, varied or revoked by the Company in general meeting, expire at the conclusion of the next annual general meeting or on the date 15 months after the date of the passing of this resolution (if earlier) save that the directors of the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors of the Company may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

SPECIAL RESOLUTIONS

4. **THAT**, subject to and conditional upon the passing of resolutions 1 and 2 above and in substitution for all existing and unexercised authorities and powers, the directors (as the case may be) of the Company be and are hereby empowered pursuant to section 95 the Act to allot equity securities (as defined in section 94 of the Act) pursuant to the authority conferred upon them by resolution 2, as if section 89(1) of the Act did not apply to any such allotment provided that this

authority and power shall expire at the conclusion of the next annual general meeting or on the date 15 months after the date of the passing of this resolution (if earlier), save that the Company may, before the expiry of such period, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors (as the case may be) may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

5. **THAT** the name of the company be changed to "WM R Winton Holdings Limited".
6. **THAT** the articles of association of the Company attached hereto be and are hereby adopted as the new articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

The undersigned, being the sole person eligible to vote on the above resolutions on the circulation date hereby irrevocably agrees to each of those resolutions.



William Robert Winton

Date: 10 May 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.