



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 62845

The Registrar of Companies for Scotland hereby certifies that

RAMCO ENERGY PLC

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

SEAENERGY PLC

Given at Companies House on **24th September 2009**



CSC062845N



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

THE COMPANIES ACTS 1985 - 2006

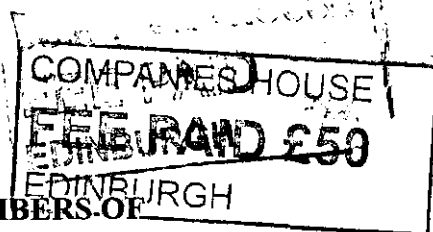
WRITTEN RECORD OF RESOLUTIONS OF THE MEMBERS OF

RAMCO ENERGY PLC ("THE COMPANY")

REGISTERED NUMBER: SC062845

CIRCULATION DATE: 8 SEPTEMBER 2009

APPROVAL DATE: 24 SEPTEMBER 2009



THURSDAY



SCT 24/09/2009 585
COMPANIES HOUSE

I, the undersigned, being a director of the above Company hereby note that:

- (A) the following resolutions, to have effect as Special Resolutions, were circulated to the members of the Company in a notice of general meeting dated 8 September 2009; and
- (B) the requisite level of consent required to approve the resolutions was obtained at a general meeting of the Company held on 24 September 2009 and therefore the resolutions were duly passed by the members of the Company on that date.

SPECIAL RESOLUTIONS

- 1 That the name of the Company be changed from "Ramco Energy plc" to "SeaEnergy plc".
- 2
 - 2.1 That the authorised share capital of the Company be and is hereby increased from £7 million to £10 million by the creation of an additional 30 million ordinary shares of 10 pence each;
 - 2.2 That in accordance with Article 19 of the Company's current articles of association ("the Current Articles"), the Directors be and they are hereby generally and unconditionally authorised pursuant to and in accordance with Section 80 of the Companies Act 1985 (the "Act") to allot relevant securities (as defined in sub-section 80(2) of the Act) up to an aggregate nominal amount equal to £2.1 million, provided that such authority shall expire at the conclusion of the next Annual General Meeting of the Company ("AGM"), except that the Company may, before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors shall be entitled to allot relevant securities pursuant to such an offer or agreement as if this authority had not expired; and
 - 2.3 That in accordance with Article 20 of the Current Articles, the Directors be and they are hereby empowered pursuant to and in accordance with Section 95 of the Act, to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred by paragraph 2.2 of this resolution as if sub-section 89(1) of the Act did not apply to the allotment of

such equity securities pursuant to the provisions of that Article, provided that this power shall be limited to:

- (i) the allotment to Lanstead Capital LP of equity securities up to an aggregate nominal amount of £510,000; and
- (ii) the allotment (otherwise than pursuant to sub-paragraph (i) above) to any person or persons of equity securities up to an aggregate nominal amount of £630,000,

and this power shall expire on the conclusion of the next AGM, except that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after its expiry and the Directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.



Director