



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 127074

The Registrar of Companies for Scotland hereby certifies that

**MACDONALD REID SCOTT FINANCIAL SERVICES
LIMITED**

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

TOWERGATE FINANCIAL (GLASGOW) LIMITED

Given at Companies House on **2nd September 2009**



CSC1270741



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

of 010120/130
x12

Company number SC127074

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of



MACDONALD REID SCOTT FINANCIAL SERVICES LIMITED (Company)

25th August 2009

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

SPECIAL RESOLUTION


That the name of the Company be changed to Towergate Financial (Glasgow) Limited

AGREEMENT

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

The undersigned, a person entitled to vote on the Resolution on 25th AUG 09, hereby irrevocably agrees to the Resolution:

Signed by ENSCO 193 LIMITED
Date


25th AUGUST 2009

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Andrew Hunter at Towergate House, Eclipse Park, Sittingbourne Road, Maidstone, Kent, ME14 3EN.

You may not return the Resolution to the Company by any other method.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.

3. Unless, ~~22nd SEPTEMBER 2009~~, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.