

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 276512

The Registrar of Companies for Scotland hereby certifies that

LOTHIAN SHELF (247) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

BPE GENERAL PARTNER II LIMITED

Given at Companies House, Edinburgh, the 1st February 2005



CSC2765120

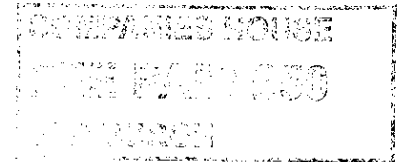


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —



The Companies Acts 1985 and 1989

Resolution In Writing of the Sole Member

of

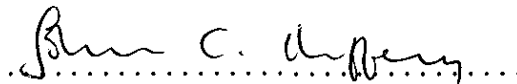
Lothian Shelf (247) Limited

Registered in Scotland, number: SC276512

Dated: 1 February 2005

We, Burness (Nominees) Limited, being the sole member of the above company and having the right to attend and vote at a general meeting of the company hereby resolve:

- 1 That the name of the company be changed to "BPE General Partner II Limited".
- 2 That the company hereby elects pursuant to Section 252 of the Companies Act 1985 to dispense with the laying of accounts and reports before the company in general meetings.
- 3 That the company hereby elects pursuant to section 366A of the Companies Act 1985 to dispense with the holding of Annual General Meetings.
- 4 That the company hereby elects pursuant to Section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually and that while this election remains in force the remuneration of the auditors be fixed by the directors.



Authorised Signatory
for and on behalf of
Burness (Nominees) Limited
Sole Member

