

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 313976

The Registrar of Companies for Scotland hereby certifies that

PENCILFLOOR LIMITED

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

ROSE FINANCIAL (SCOTLAND) LIMITED

Given at Companies House, Edinburgh, the 23rd January 2007



CSC313976M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

C O M P A N I E S H O U S E

GB

Company Number SC313976

**SPECIAL RESOLUTION
OF
PENCILFLOOR LIMITED**

DOMINION HOUSE
REF 2411

JORDANS (SCOTLAND) LIMITED, currently the sole member of the above named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985

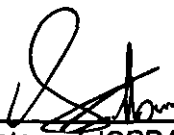
It is resolved:

That the name of the Company be changed to

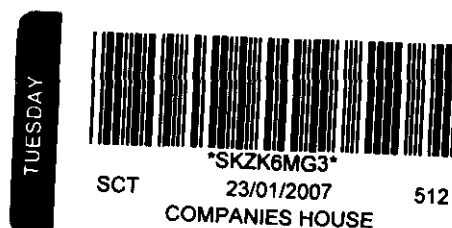
ROSE FINANCIAL (SCOTLAND) LIMITED

Date 8th January 2007

Signed



(Authorised Signatory of JORDANS (SCOTLAND) LIMITED)



Ref 5A6120 / CFPU
OSWALDS of EDINBURGH
24 GREAT KING STREET
EDINBURGH, EH3 6QN

5A6120 (SC313976)