

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 315151

The Registrar of Companies for Scotland hereby certifies that

MM&S (5202) LIMITED

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

ACHADONN PROPERTIES (NO.2) LIMITED

Given at Companies House, Edinburgh, the 1st March 2007



CSC3151510



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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

Number of Company: SC315151

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

RESOLUTIONS

of

MM&S (5202) LIMITED (the "Company")

Passed 23 February 2007



By written resolution of the shareholders of the Company, dated the 23 day of February 2007 the subjoined resolutions were duly passed, resolutions numbered 1, and 3 as Special Resolutions and resolution numbered 2 as an Ordinary Resolution

1 CHANGE OF NAME

"That the name of the Company be changed to 'ACHADONN PROPERTIES (NO 2) LIMITED' "

2 SECTION 80 AUTHORITY TO DIRECTORS TO ALLOT SHARES IN PRIVATE COMPANY

"That

2 1 the directors of the Company be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 (as amended) (the "Act") to allot and issue such number of relevant securities (as defined in that Section) and on such terms and conditions as they may in their discretion think fit subject always to the following conditions and to the articles of association of the Company

2 1 1 the maximum nominal amount of relevant securities to be allotted in pursuance of this authority shall be the unissued share capital of the Company from time to time, and

2 1 2 this authority shall expire, unless sooner revoked or altered by the Company in general meeting one date five years from the passing of this resolution and provided further that the Company may before the expiry of this authority make an offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired, and

2 2 all other authorities conferred on the directors prior to the date of passing of this resolution to allot relevant securities are hereby revoked "



3 **SECTION 95 DISAPPLICATION OF PRE-EMPTION RIGHTS IN PRIVATE COMPANY**

That pursuant to section 95(1) of the Act, section 89 (1) of the Act shall not apply to any allotment of shares in the capital of the Company made under the authority conferred by resolution numbered 2 in this written resolution



FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP

Company Secretary