

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 315171

The Registrar of Companies for Scotland hereby certifies that

MBM SHELF CO (40) LIMITED

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

WINNETKA LIMITED

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



CSC315171M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

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



MBM SHELF CO (40) LIMITED
REGISTERED NUMBER: SC315171
THE COMPANIES ACTS 1985 AND 1989
WRITTEN RECORD OF
MEMBERS' WRITTEN RESOLUTIONS
DATED: 22nd February 2007

On the 22nd day of February 2007, the following RESOLUTIONS IN WRITING (such Resolutions to have effect as Special and Elective Resolutions, as indicated) were duly passed by all the members of the Company entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended)

SPECIAL RESOLUTION

- a THAT the name of the Company be changed to "WINNETKA LIMITED"

ELECTIVE RESOLUTIONS

- b 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
- c THAT the Company hereby elects pursuant to section 366A of the Companies Act 1985 to dispense with the holding of Annual General Meetings
- d 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

For and on behalf of
MBM Secretarial Services Limited


Director and duly authorised attorney

AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
MBM SHELF CO (40) LIMITED

22.02.07

Dated

