

FILE COPY



**CERTIFICATE OF REGISTRATION
OF A LIMITED PARTNERSHIP**

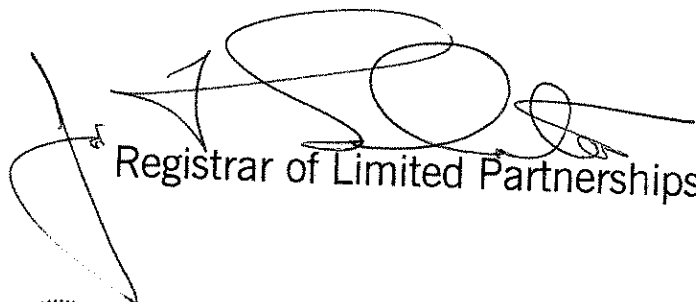
Partnership No. 5591

I hereby certify that the firm

MERBROOK TRUST INVESTMENT PARTNERS, LP

having lodged a statement of particulars pursuant to section 8 of the Limited Partnerships Act, 1907, is this day registered as a limited partnership.

Given at Companies House, Edinburgh, the 28th November 2005


Registrar of Limited Partnerships



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

COMPANIES HOUSE
FEE PAID
EDINBURGH

Limited Partnerships Act 1907

CHFP010

(Registration fee £2)

LP5

Application for Registration of a Limited Partnership and Statement of particulars and of the amounts contributed (in cash or otherwise) by the Limited Partners

(Pursuant to section 8 of the Limited Partnerships Act 1907)

5591

Name of firm or partnership Merbrook Trust Investment Partners, LP (the "Partnership")

We, the undersigned, being the partners of the above-named firm, hereby apply for registration as a limited partnership and for that purpose supply the following particulars:

The general nature of the business

Please refer to Appendix A.

The principal place of business

15 Atholl Crescent
Edinburgh EH3 8HA

The term, if any, for which the partnership is entered into
N/A

If no definite term, the conditions of existence of the partnership
Please refer to Appendix B.

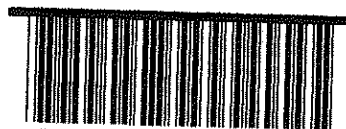
Date of commencement

22/11/05

The partnership is limited and the full name and address of each of the partners are as follows:

General partners

Merbrook General Partner Limited
15 Atholl Crescent
Edinburgh EH3 8HA
(the "General Partner")



SCT SKLMOAN4 0543
COMPANIES HOUSE 24/11/05

<p>Limited partners</p> <p>Merbrook Unit Trust Investors, LLC</p> <p>C/O National Registered Agents Inc</p> <p>160 Greentree Drive, Suite 101</p> <p>Dover, Delaware 19904</p> <p>USA</p> <p>(the "Limited Partner")</p>	<p>Amounts Contributed (1)</p> <p>£99.00 in cash</p>
TOTAL	£99.00

Signatures of all the partners

FOR MERBROOK GENERAL PARTNER LIMITED


CINDY C. WOON
DIRECTOR

FOR MERBROOK UNIT TRUST INVESTORS, LLC


CINDY C. WOON
VICE PRESIDENTDate 22/11/05

<p>Presented by:</p> <p>Brodies LLP (DQG)</p> <p>15 Atholl Crescent</p> <p>Edinburgh EH3 8HA</p> <p>Telephone: (0131) 656 0022</p> <p>email: daniel.gunn@brodies.co.uk</p>	<p>Presenter's reference:</p>
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Notes

- (1) State amount contributed by each limited partner, and whether paid in cash, or how otherwise

Notes:

The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

APPENDIX A

The general nature of the business

The business purpose and objectives of the Partnership shall be:-

- (i) to acquire, hold and manage as investments, units in property, unit trusts and investments in other property investment vehicles (howsoever described and wherever situated) so as to optimise the return therefrom so far as reasonably possible, including for the purpose of securing debts and obligations owed to third parties and in such manner as the General Partner may determine to be most advantageous to or necessary for the protection or enhancement of the interests of the Limited Partner;
- (ii) to enter into and perform any contracts and agreements, and carry on any activities necessary or incidental to the accomplishment of the foregoing purpose; and
- (iii) any other purpose or objective as may be approved by all of the Partners

APPENDIX B

If no definite term, the conditions of existence of the partnership

The Partnership shall terminate upon:

- (i) the General Partner giving not less than 3 months notice in writing to the Limited Partner;
- (ii) the Limited Partner giving not less than 12 months notice in writing to the General Partner; and
- (iii) otherwise in accordance with the terms of the partnership agreement constituting the Partnership.