

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

GUILDSHELF (234) LIMITED (the "Company")

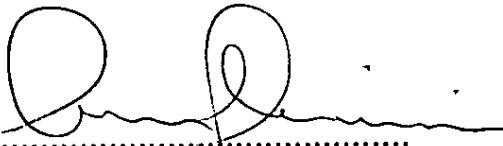
(Registered in England under company number 7059706)

Circulation Date: 7 January 2010

We, Lycidas Nominees Limited, being the sole member of the Company and entitled to vote on the following resolution on the Circulation Date, pass the following special resolution in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

Special Resolution

THAT the name of the Company be changed with immediate effect to "Cyril Sweett Investment Partnerships Holdings Limited".



.....
**Director, for and on behalf of
LYCIDAS NOMINEES LIMITED**

Date of agreement to resolution: 7 January 2010

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Margot Forrest, 3 Ponton Street, Edinburgh.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by 7 February 2010, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

SATURDAY



PQJMYGIG

PC1

09/01/2010

691

COMPANIES HOUSE

135-12/1/10



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 7059706

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

GUILDSHELF (234) LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

**CYRIL SWEETT INVESTMENT PARTNERSHIP HOLDINGS
LIMITED**

Given at Companies House on **27th January 2010**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES