



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 805591

The Registrar of Companies for England and Wales hereby certifies that

P&O ESTATES HOLDINGS LIMITED

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

NAKHEEL INTERNATIONAL LIMITED

Given at Companies House on **2nd July 2008**



C008055911



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

703838/10

P&O ESTATES HOLDINGS LIMITED

Company Number 00805591

SPECIAL RESOLUTION OF THE COMPANY

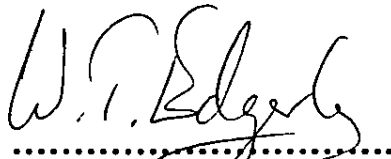
Passed at an Extraordinary General Meeting dated 23 June 2008

Change of company name

It was RESOLVED as a SPECIAL RESOLUTION:

THAT the name of the Company be changed to

NAKHEEL INTERNATIONAL LIMITED


.....
Chairman

THURSDAY



AL4KS0W7

A17

26/06/2008

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COMPANIES HOUSE