



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2121201

The Registrar of Companies for England and Wales hereby certifies that

SMC PHILIP LEES & ASSOCIATES LIMITED

having changed its name, is now incorporated under the name of

PHILIP LEES & ASSOCIATES LIMITED

Given at Companies House on **15th January 2009**



C02121201E



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

R3

 SMC PHILIP LEES & ASSOCIATES LIMITED
(the *Company*)


WRITTEN RESOLUTION

SMC Group plc, being the sole member of the Company entitled to receive notice of, and to attend and vote at, General Meetings in accordance with the Articles of Association of the Company, hereby passes the following Special Resolution of the Company as a Written Resolution pursuant to Chapter 2 of Part 13 of the Companies Act 2006:

Special Resolution

THAT the name of the Company be changed to "*Philip Lees & Associates Limited*"

KL



For and on behalf of
SMC Group plc

Date 31 December 2008

WEDNESDAY



AFPP06IR
A78 14/01/2009 258
COMPANIES HOUSE
A50 09/01/2009 390
COMPANIES HOUSE