

Statutory Declaration of compliance with requirements on application for registration of a company

Please do not write in this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies (Address overleaf)

For official use

For official use

[] [] [] []

2329963

Name of company

* OLD PARK LANE HEATHROW LIMITED

* insert full name of Company

I, SIDNEY FELDMAN

of 49 Green Lanes London N16 9BU

† delete as appropriate

do solemnly and sincerely declare that I am a ,
person named as secretary of the company in the statement delivered to the registrar under section 10(2)† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with, And I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 16 Heathfield Terrace,
London W4 4Je

Declarant to sign below

the 8th day of December

One thousand nine hundred and eighty-eight

before me N. H. JAMES N. H. JAMES

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name address and reference (if any):

For official Use New Companies Section	Post room



Statement of first directors and secretary and intended situation of registered office

Please do not write in this margin

Pursuant to section 10 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies (Address overleaf - Note 8)

For official use

[Empty box for official use]

Name of company

* Insert full name of company

* OLD PARK LANE HEATHROW LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

7 OLD PARK LANE LONDON Postcode W14 3LJ

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

[X]

[Faint text and empty box for agent details]

Number of continuation sheets attached (see note 1)

[Empty box for continuation sheets]

Presentor's name address and reference (if any):

For official Use General Section Post room COMPANIES SECTION - 8 DEC 1988 M 12

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) <u>JOHN EDWARD BRADLEY</u>		Business occupation <u>CO. DIRECTOR</u>
Previous name(s) (note 3)		Nationality <u>BRITISH</u>
Address (note 4) <u>20 OVINGTON STREET</u> <u>LONDON</u>		Date of birth (where applicable) (note 6)
	Postcode <u>SW3 2JE</u>	
Other directorships † <u>SEE ATTACHED SHEET</u>		
I consent to act as director of the company named on page 1		
Signature <u>[Signature]</u>		Date <u>6/12/88</u>

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

Name (note 3) <u>KEITH RODNEY BROWN</u>		Business occupation <u>CO. DIRECTOR</u>
Previous name(s) (note 3)		Nationality <u>BRITISH</u>
Address (note 4) <u>TOP COMMON, (HIPPOFIELD)</u> <u>KINGS LANGLEY, Herts</u>		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships † <u>SEE ATTACHED SHEET</u>		
I consent to act as director of the company named on page 1.		
Signature <u>[Signature]</u>		Date <u>6/12/88</u>

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not write in this margin

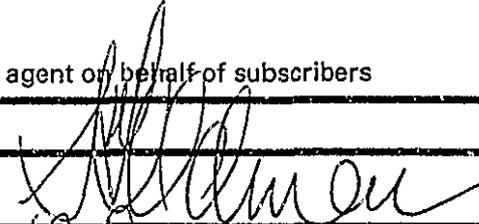
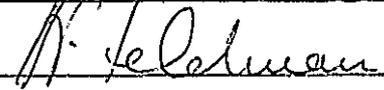
Please complete legibly, preferably in black type, or bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		SIDNEY FELDMAN	
Previous name(s) (note 3)			
Address (notes 4 & 7)		49 Green Lanes,	
		London, N.16.	
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date - 6 DEC 1988	

Name (notes 3 & 7)			
Previous name(s) (note 3)			
Address (notes 4 & 7)			
		Postcode	
I consent to act as secretary of the company named on page 1			
Signature		Date	

Signature of agent on behalf of subscribers		Date
---	--	------

Signed		Date - 6 DEC 1988
Signed		Date 6 DEC 1988
Signed		Date

delete if the form is signed by the subscribers

delete if the form is signed by an agent on behalf of the subscribers.

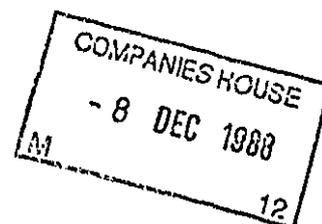
All the subscribers must sign either personally or by a person or persons authorised to sign for them.

NAME: Keith Rodney Brown

ADDRESS: Topcommon, Chipperfield, Kings Langley, Herts

DIRECTORSHIPS

OLD PARK LANE SECURITIES LIMITED
OLD PARK LANE LEASING LIMITED
OLD PARK LANE HOLDINGS LIMITED
OLD PARK LANE PROPERTIES LIMITED
OLD PARK LANE INVESTMENTS LIMITED
OLD PARK LANE GROUP LIMITED
Z CO LIMITED
OLD PARK LANE MAYFAIR LIMITED
NEW CENTRAL SECURITIES LIMITED
COVERSHIRE LIMITED
MOTTRAM SECURITIES LIMITED
ACENICE LIMITED
MAILCHOICE LIMITED
DOWNTOWN PROPERTIES LIMITED
TOPCOMMON SECURITIES LIMITED



NAME: John Edward Bradley

ADDRESS: 20 Ovington Street, London SW3

DIRECTORSHIPS

OLD PARK LANE SECURITIES LIMITED
OLD PARK LANE LEASING LIMITED
OLD PARK LANE HOLDINGS LIMITED
OLD PARK LANE INVESTMENTS LIMITED
OLD PARK LANE PROPERTIES LIMITED
OLD PARK LANE GROUP LIMITED
OLD PARK LANE LIMITED
Z CO LIMITED
BILSTON ESTATES LIMITED
BILSTON ESTATES (WOBURN) LIMITED
LOUSADA & COMPANY LIMITED
PREBENDAL PROPERTIES LIMITED
OLD PARK LANE COMMERCIAL LIMITED
OLD PARK LANE INDUSTRIAL LIMITED
OLD PARK LANE MAYFAIR LIMITED
OLD PARK LANE PARIS LIMITED

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

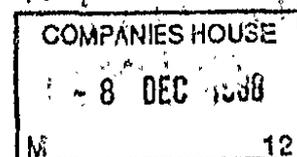
OLD PARK LANE HEATHROW LIMITED

1. The name of the Company is "OLD PARK LANE HEATHROW LIMITED"
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:

- (A) To purchase, sell, hold, take on lease, or in exchange, or otherwise acquire and deal in any lands or buildings wherever situate, or rights or interests therein or connected therewith, and to manage, or let the same or any part thereof on such terms as the Company may think fit, or to develop the same or any part thereof as a building estate and to construct and erect factories, industrial buildings of every kind, houses, flats, and buildings of any kind thereon; to lay roads and pleasure gardens and recreation grounds; to pull down, alter or improve buildings; to plant, drain or otherwise improve the land or any part thereof; to construct, equip and carry on works for the manufacture of gas and electricity, and to lay mains and pipes, install services and carry on the business of the provision and supply of electricity and gas; to construct reservoirs and waterworks, to lay mains and pipes and supply water; to provide and fix electric, gas and water fittings, to install central heating, and to carry on business as builders and decorators, demolition and excavation contractors, joiners, plumbers, engineers, electricians, sanitary engineers, swimming pool constructors and dealers, merchants and dealers in builders and decorators' requisites of all kinds, scrap metal merchants, plant hire contractors, ironmongers, general traders, haulage contractors, and land and estate agents and managers.



NO/L220/001740



X 6

(B) To carry on any other business which in the opinion of the Directors of the Company may seem capable of being conveniently carried on in connection with or as ancillary to any of the above businesses or to be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects.

(C) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant, and machinery necessary or convenient for the business of the Company or to join with any person, firm or company in doing any of the things aforesaid.

(D) To purchase, take on lease, exchange, hire or otherwise acquire for any estate or interest any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.

(E) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue or deposit of debentures or debenture stock (whether perpetual or not) and to secure the repayment of any money borrowed, raised, or owing by mortgage charge or lien upon the whole or any part of the undertaking property and assets of the Company, both present and future, including its uncalled capital.

(F) To apply for, purchase or otherwise acquire any patents, licences and the like, conferring an exclusive or non-exclusive or limited right of user or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, grant licences in respect of, or otherwise turn to account any rights and information so acquired.

(G) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks or securities of any other company or corporation having objects wholly or in part similar to the objects of the Company or carrying on any business capable of being conducted so as directly or indirectly to benefit the Company.

(H) To issue, place, underwrite, or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting, or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon.

(I) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in

or upon such investments and securities and in such manner as may from time to time be considered expedient and to dispose of or vary any such investments or securities.

(J) To lend money or give credit to such persons firms or companies and on such terms as may be considered expedient and to receive money on deposit or loan from and give guarantees or become security for any persons, firms and companies and to charge any properties or property of the Company in support of any guarantee or to secure the debts or obligations contracts or engagements of any other company or person.

(K) To enter into any arrangement with any Government or other authority, supreme, municipal, local or otherwise, and to obtain from any such Government or authority all rights, concessions, and privileges which may seem conducive to the Company's objects or any of them, or to obtain or to endeavour to obtain, any provisional order of the Board of Trade, or any Act or Acts of Parliament for the purposes of the Company or any other Company.

(L) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

(M) To establish or support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the officers, ex-officers, employees or ex-employees of the Company or of any subsidiary, allied or associated company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.

(N) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular for shares, stock or securities of any other company formed or to be formed.

(O) To promote, finance or assist any other company for the purpose of acquiring all or any part of the property rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(P) To pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company.

(Q) To remunerate any person firm or company rendering services to the Company in such manner as may be thought expedient.

(R) To draw, accept, endorse, negotiate, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments.

(S) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposition of any property of the Company, and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(T) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business, which this Company is authorised to carry on or possessed of property suitable to the purposes of this Company and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

(U) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise.

(V) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

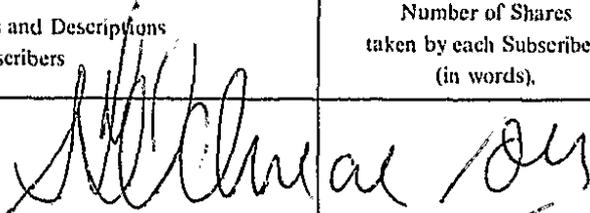
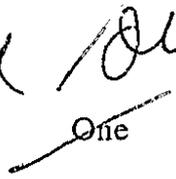
It is hereby declared that in the construction of this clause each sub-clause shall be construed independent of the other sub-clauses hereof and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the Members is limited.

5. The share capital of the Company is ¹⁰⁰ divided into ₍₁₀₀₎ shares of £1 each.

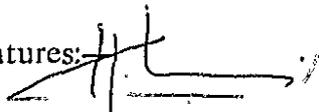
6. The shares in the original or any increased capital of the company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting return of capital or otherwise as the Company may from time to time determine. Subject to the provisions of Section 127 the Companies Act, 1985, the rights and privileges attached to any of the shares of the Company may be modified, varied, abrogated or dealt with in accordance with the provisions for the time being of the Company's Articles of Association.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers	Number of Shares taken by each Subscriber. (in words).
<p>S. FELDMAN,  49, Green Lanes, London, N.16. Company Secretary.</p>	<p> One</p>
<p>H. F. FELDMAN,  49, Green Lanes, London, N.16. Secretary.</p>	<p> One</p>

~~1 JUN 1988~~
 DATED the ~~4th~~ day of ~~June~~ 1986

WITNESS to the above Signatures:


 H. MORRIS,
 49, Green Lanes,
 London, N.16.
 Secretary.

THE COMPANIES ACT, 1985

COMPANY LIMITED BY SHARES

Articles of Association

OF

OLD PARK LANE HEATHROW LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to The Companies (Tables A to F) Regulations 1985 shall apply to the Company save that the following clauses are excluded or varied thereby viz., 24, 46, 47, 48, 50, 64, 73-77 (incl.), 80, 94, 95 and 97.

PRIVATE COMPANY

2. The Company is a Private Company within the meaning of the Companies Act 1985 and any invitation to the public to subscribe for any shares or debentures of the Company is prohibited. The Company shall not have power to issue share warrants to bearer.

SHARES

3. (A) The Directors are unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares of the Company to such persons and for such consideration, and upon such terms and conditions as they may determine up to the amount of the share capital of the Company during the period of five years from the date of incorporation. In accordance with Section 91 of the Companies Act 1985 sections 89(1) and 90(1)-(6) shall not apply to the Company.

(B) Subject to the statutes the Company may purchase any of its own shares, including any Redeemable shares whether out of capital or distributable profits.

(C) Subject to the statutes the Company may issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholders.

LIEN

4. The lien conferred by Clause 8 of Table A shall attach to all shares, whether fully paid or not and to all shares registered in the name of any person indebted or under liability to the Company whether he be the sole holder thereof or one of two or more joint holders.

TRANSFER OF SHARES

5. A Member desiring to transfer shares otherwise than to a person who is already a member of the Company shall give notice in

writing of such intention to the Directors of the Company giving particulars of the shares in question. The Directors as agents for the member giving such notice may dispose of such shares or any of them to members of the Company at a price to be agreed between the transferor and the Directors, or failing agreement, at a price fixed by the Auditors of the Company as the fair value thereof. If within twenty-eight days from the date of the said notice the Directors are unable to find a member or members willing to purchase all such shares, the transferor may dispose of so many of such shares as shall remain undisposed of in any manner he may think fit within three months from the date of the said notice.

PROCEEDINGS AT GENERAL MEETINGS

6. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy. Unless a poll be so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

DIRECTORS

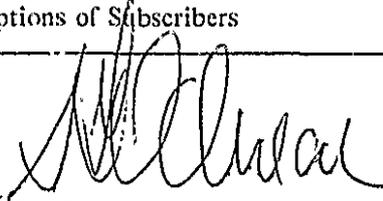
7. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than one nor more than ten, and the names of the first Directors shall be determined by the Subscribers to the Memorandum of Association of the Company.
8. A person may be appointed a Director notwithstanding that he shall have attained the age of seventy years and no Director shall be liable to vacate office by reason of his attaining that or any other age.
9. Subject to the provisions of Section 317 of the Companies Act 1985, a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

BORROWING POWERS OF DIRECTORS

10. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or a security for any debt liability or obligation of the Company or of any third party.

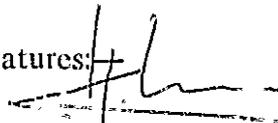
INDEMNITY

11. Subject to Section 310 of the Companies Act 1985 and in addition to such indemnity as is contained in Clause 118 of Table A, every Director, officer, or official of the Company, shall be indemnified out of the funds of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

Names, Addresses and Descriptions of Subscribers
S. FELDMAN,  49, Green Lanes, London, N.16. Company Secretary.
H. F. FELDMAN,  49, Green Lanes, London, N.16. Secretary.

DATED the ~~4th~~ ^{1 JUN 1986} day of June 1986

WITNESS to the above Signatures:


H. MORRIS,
49, Green Lanes,
London, N.16.
Secretary.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2329963

I hereby certify that

OLD PARK LANE HEATHROW LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the 20 DECEMBER 1988

S.R. Lewis
S. R. LEWIS

an authorised officer



COMPANIES FORM No. 123
Notice of increase
in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[] [] [] []

2329963

Name of company

* Old Park Lane Heathrow Limited

*Insert full name of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 12th January 1989 the nominal capital of the company has been increased by £ 9,900 beyond the registered capital of £ 100.

†The copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached.†

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

Please tick here if continued overleaf

Signed

[Handwritten Signature]

Designation

DIRECTOR

Date

18/1/89

§Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presenter's name, address and reference (if any):

STRINGER SAUL
 MARCOL HOUSE
 293 REGENT STREET
 LONDON W1R 7PD

For official use

General section

Post room

COMPANIES HOUSE
 21 JAN 1989
 M 43



The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

1987 Edition
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Company No: 2329963

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

NOTICE OF SPECIAL RESOLUTIONS

of

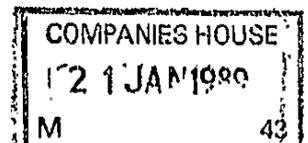
OLD PARK LANE HEATHROW LIMITED

TAKE NOTICE THAT the following Special Resolutions were passed at an Extraordinary General Meeting of the Company held on 12th January 1989:

SPECIAL RESOLUTIONS

1. That Clause 3(A) of the Company's Memorandum of Association be deleted and that the following Clause 3(A) be inserted in its place:

- "3(A) (i) To carry on the business of a holding and investment company and to do all lawful acts and things whatever, that are necessary or convenient in carrying on the business of a holding company or the business of an investment company;
- (ii) To carry on the business of a management and servicing company to act as managers or to direct the management of other companies or of the business, property and estates of corporations, private persons or companies and to undertake and carry out all such services in connection therewith as may be deemed expedient and to exercise its powers as a controlling shareholder of other companies;
- (iii) To acquire by purchase, lease, concession, grant, licence or otherwise such lands, buildings, leases, underleases, rights, privileges, stocks, shares and debentures in public or private companies, corporate or unincorporate, policies of insurance and other such property, real or



personal and other rights and interest in property as the company shall deem fit"

2. That the authorised share capital of the Company be increased to £10,000 divided into 10,000 Shares of £1 each

3. That there be inserted in the Company's Articles of Association following Article 11 the following Article:

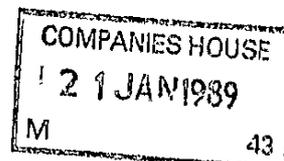
"Minority Protection

12. Except with the prior sanction of all the members of the Company entitled to attend and vote at a General Meeting the Directors shall procure that the Company shall not and shall use all powers of control exercisable by the Company in relation to its subsidiaries to procure that each of its subsidiaries shall not:

- (a) make any change in the nature of its business;
- (b) hold any asset other than its freehold interest in Hoechst House, Salisbury Road, Hounslow;
- (c) enter into any contract or other agreement or arrangement with or in respect of any of its directors;
- (d) purchase or sell, take or let on lease or tenancy or otherwise acquire or dispose of any real or leasehold property for any estate or interest;
- (e) acquire or dispose of any shares, debentures, debenture stock or other securities in any other company;
- (f) mortgage or charge the whole or part of its undertaking assets property or uncalled capital;
- (g) enter into any guarantee to accout of a third party;
- (h) enter into any contracts of employment

and Regulation 80 in Table A shall be modified accordingly"

.....
CHAIRMAN





Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

1. To the Registrar of Companies (Address overleaf - Note 6)

Company number

2329963

Please complete legibly, preferably in black type, or bold block lettering

* insert full name of company

Name of company

* OLD PARK LANE HEATHROW LTHITE

Note Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month 3 0 0 9

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year 3 0 0 9 1 9 9 0

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____ the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is still in force.

6. Signed [Signature] Designation# SECRETARY Date 24/9/90

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presentor's name address telephone number and reference (if any):

For official use D.E.B.

Post room



COMPANY NO. 2329963



COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

OLD PARK LANE HEATHROW LIMITED

Pursuant to Regulation 53 of Table A, Companies (Tables A to F) Regulations 1985 (as amended) the following Resolution, executed by or on behalf of each Member who would have been entitled to vote upon it if it had been proposed at a General Meeting of the Company at which he was present, shall be as valid and effectual as if it had been passed at a General Meeting duly convened and held:

SPECIAL RESOLUTION

THAT the name of the Company be changed to

BLACKBERRY LIMITED

DATED this 30th day of September 1992



duly authorised signatory
for and on behalf of CANDLE
LINE INTERNATIONAL INC.



ANTHONY FRANCESCO LORENZO
AMHURST and CANDLE LINE
INTERNATIONAL INC.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2329963

I hereby certify that

OLD PARK LANE HEATHROW LIMITED

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

BLACKBERRY LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21 OCTOBER 1992

A handwritten signature in dark ink, appearing to be 'M. J. ...', is written over a faint circular stamp.

an authorised officer