



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3514470

The Registrar of Companies for England and Wales hereby certifies that

BABCOCK & BROWN PROPERTIES LIMITED

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

IPP PROPERTIES LIMITED

Given at Companies House on **29th September 2009**



C03514470S



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

000004/240

Company Number: 3514470

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

Babcock & Brown Properties Limited

(the "Company")

Circulated on 28th September 2009 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**"):

SPECIAL RESOLUTION

"THAT the name of the company be changed to IPP Properties Limited

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a member entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agrees to the Resolution:



.....
for and on behalf of
Bootle Derby Holdings Limited

Date: 28/9/2009

MONDAY



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28/09/2009

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COMPANIES HOUSE