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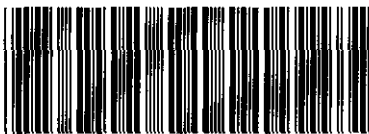
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5306468

The Registrar of Companies for England and Wales hereby certifies that
HALLCO 1112 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GRAPHITE MANAGEMENT COMPANY LIMITED

Given at Companies House, Cardiff, the 25th October 2006



C053064680



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



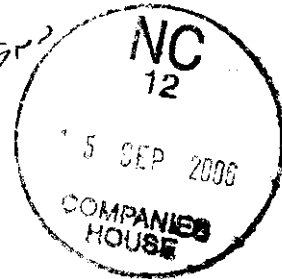
Companies House
— for the record —

HC006B

073187 / 10

Company No: 5306468

CO-84909 (952)



COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

of
HALLCO 1112 LIMITED (the "Company")
(Passed on 30 AUGUST 2006)

The undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company convened for the purpose of considering and passing the Resolutions set out below **HEREBY RESOLVES** as follows in accordance with section 381(A) of the Companies Act 1985, and with the intent that the following resolutions should be valid and effective as if the same had been passed at a duly convened and held general meeting of the Company:

SPECIAL RESOLUTIONS

- 1 **THAT** the articles of association produced to the meeting and initialled, for identification purposes only, by the Chairman, be and are hereby adopted as the new articles of association of the Company in place of and to the exclusion of the existing articles of association of the Company.
- 2 **THAT** the Company's name be changed to **GRAPHITE MANAGEMENT COMPANY LIMITED.**

ORDINARY RESOLUTIONS

- 3 **THAT** the 2 existing issued ordinary shares of £1 each in the capital of the Company be re-designated as "A" ordinary shares of £1 each, such shares having the rights and obligations set out in the articles of association of the Company adopted by this Written Resolution.
- 4 **THAT** 52 of the unissued ordinary shares of £1 each in the capital of the Company be re-designated as "A" ordinary shares of £1 each, such shares having the rights and obligations set out in the articles of association of the Company adopted by this Written Resolution.
- 5 **THAT** 18 of the unissued ordinary shares of £1 each in the capital of the Company be re-designated as "B" ordinary shares of £1 each, such shares having the rights and obligations set out in the articles of association of the Company adopted by this Written Resolution.

Dated: 30 AUGUST 2006


For and on behalf of Patrick Properties Holdings Limited

