

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5608498

The Registrar of Companies for England and Wales hereby certifies that

PRECIS (2568) LIMITED

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

CEREP WEST END GP LIMITED

Given at Companies House, London, the 2nd December 2005



C056084981



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

076448



No of Company: 5608498
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
- of -
PRECIS (2568) LIMITED

The following resolutions were duly passed by the Company's sole shareholder in writing on 1 December 2005:-

1. **THAT** the name of the Company be changed to CEREP West End GP Limited.
2. **THAT** the Articles of Association of the Company be amended as follows:-
 - 2.1 Article 2 shall be replaced by the following wording:

"Regulations 24, 57, 62, 64, 73 to 80 (inclusive), 89, 94 to 97 (inclusive) and 101 and 118 in table A shall not apply to the Company."
 - 2.2 The following shall be inserted into the articles as Article 16 and subsequent articles shall be renumbered accordingly:

"The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum."
3. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
4. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
5. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
6. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving, after the passing of this resolution, of an authority to allot shares.
7. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.

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FOR AND ON BEHALF OF PEREGRINE SECRETARIAL SERVICES (AUTHORISED SIGNATORY)



01/12/05

