

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6304749

The Registrar of Companies for England and Wales hereby certifies that
INHOCO 3407 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SANDBROOK UK INVESTMENTS LIMITED

Given at Companies House, Cardiff, the 28th November 2007



C06304749R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

328368/10

Company number 6304749

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF INHOCO 3407 LIMITED (Company)

Circulation date 31 October 2007

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolutions below are passed as ordinary, elective or special resolutions as set out below

ORDINARY RESOLUTION

- 1 That the authorised share capital of the Company be increased from £1,000 to £50,000 by the creation of an additional 49,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of the Company,

ELECTIVE RESOLUTION

- 2 That the Company elects in accordance with Section 379A of the Companies Act 1985 that the provisions of Section 80A of the Companies Act 1985 shall apply in place of the provisions of Section 88(4) and (5) of the Companies Act 1985 in relation to the giving or renewal of an authority to the directors of the Company for the allotment of securities and that accordingly the directors be and are hereby unconditionally authorised to allot relevant securities up to the amount of the authorised capital of the Company at any time or times from the date of this resolution,

SPECIAL RESOLUTIONS

- 3 That pursuant to Section 95 Companies Act 1985 the directors of the Company be authorised to allot equity securities (within the meaning of Section 94 Companies Act 1985) pursuant to the general authority conferred by resolution number 1 above as if Section 89(1) Companies Act 1985 did not apply to any such allotment,
- 4 That the name of the Company be changed to "Sandbrook UK Investments Limited"

Please read the notes at the end of this document before signifying your agreement to the resolutions set out above

The undersigned, signing on behalf of the sole person entitled to vote on the above resolution on the circulation date stated above, hereby irrevocably agrees to each of the resolutions as indicated above

Signed by

Name G. J. McMAHON Position DIRECTOR
duly authorised on behalf of Blue Sea Investments Limited

Date 31 October 2007

SATURDAY



A25 24/11/2007 211
COMPANIES HOUSE

NOTES

1 If you wish to vote in favour of a resolution please sign the form where shown above and return it to the Company Secretary or to the Directors of the Company at the following address Holiday House, Sandbrook Park, Sandbrook Way, Rochdale OL11 1SA

If you do not agree with the resolution, you do not need to do anything, you will not be deemed to agree if you fail to reply

2 Once you have indicated your agreement to a resolution, you may not revoke your agreement

3 Where, by 28 days from the circulation date shown above, insufficient agreement has been received for a resolution to pass, such resolution will lapse If you agree to the resolution, please ensure that your agreement reaches us before or during this date

4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document