

THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
COPY WRITTEN RESOLUTION

of

NEWCO (1411) LIMITED

("Company")

PASSED ON 17 DECEMBER 2009

In accordance with the written resolution procedure in chapter 2 of part 13 of the Companies Act 2006, the following resolutions were duly passed on 17 December 2009 as ordinary and special resolutions:

ORDINARY RESOLUTIONS

1. **THAT**, pursuant to section 551 of the Companies Act 2006, the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot: 13,480 ordinary shares of £0.01 each; 9,437 A ordinary shares of £0.01 each; and 1,347 B ordinary shares of £0.01 each, in the Company, in each case having the rights and being subject to the restrictions set out in the new articles of association of the Company to be adopted pursuant to resolution 2 below, provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of this resolution.

SPECIAL RESOLUTIONS

2. **THAT** the draft articles of association in the form attached, and signed by a director for identification purposes, be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.
3. **THAT**:
 - (a) subject to and conditional upon the passing of resolution 1 and pursuant to section 570 of the Companies Act 2006 ("Act"), the directors of the Company from time to time, be and are generally empowered to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority granted by resolution 1 up to an aggregate nominal amount of £242.64 as if section 561 of the Act did not apply to any such allotment; and
 - (b) (unless previously revoked, varied or renewed) this power shall expire on the fifth anniversary of this resolution.
4. **THAT** the name of the Company be changed to Georgina Goodman (Holdings) Limited.

DIRECTOR

599552v1

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WEDNESDAY



RCS 23/12/2009 90
COMPANIES HOUSE

23-12-09 221



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 7085560

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

NEWCO (1411) LIMITED

a company incorporated as private limited by shares; having its registered
office situated in England/Wales; has changed its name to:

GEORGINA GOODMAN (HOLDINGS) LIMITED

Given at Companies House on **21st January 2010**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES