



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3010066

The Registrar of Companies for England and Wales hereby certifies that

SHAWS OF DARWEN LIMITED

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

SD DORMANT LIMITED

Given at Companies House on **21st April 2009**



C03010066K



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

CERTIFIED TO BE A TRUE AND COMPLETE
COPY OF THE ORIGINAL
DATED THIS 16th DAY OF April 2009

Pinsent Masons LLP *Pinsent Masons LLP*

THE COMPANIES ACT 2006

558882/10
Company No 03010066

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

SHAWS OF DARWEN LIMITED (the "Company")

9 APRIL 2009

FRIDAY



A67 *AW4D2931* 16
17/04/2009
COMPANIES HOUSE

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 written resolution of the Company, having effect as a special resolution (the "Resolution").

SPECIAL RESOLUTION

THAT the name of the Company be changed to SD Dormant Limited.

AGREEMENT

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

I, the undersigned, the sole shareholder and sole person entitled to vote on the Resolution at the time it was circulated, hereby irrevocably agree to the Resolution:-

Robert Hunter Kelly
Robert Hunter Kelly

For and on behalf of Shires Limited (In
Administration) (acting as agent of Shires Limited
and without personal liability)

9th April 2009
Date

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:-

- **By Hand:** delivering the signed copy to Pinsent Masons LLP, 1 Park Row, Leeds, LS1 5AB;
- **Post:** returning the signed copy by post to Pinsent Masons LLP, 1 Park Row, Leeds, LS1 5AB;
- **Fax:** faxing the signed copy to 0113 244 5000 marked "For the attention of Hannah Pinsent";
- **E-mail:** by attaching a scanned copy of the signed document to an e-mail and sending it to hannah.pinsent@pinsentmasons.com. Please enter "Written Resolution dated 9 April 2009" in the e-mail subject box.

If you do not agree with any of the Resolutions, 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 6 May 2009, insufficient agreement has been received for a Resolution to pass, such Resolution will lapse. If you agree to all or any of the Resolutions, please ensure that your agreement reaches us before or during this date.