

Bridgepoint Development Capital Limited

Company No
6824647

The Companies Act 2006

On the 4/1/11 the following Written Resolution (such resolution being passed as a special resolution) was approved by the eligible members pursuant to sections 288 to 300 of the Companies Act 2006

Special Resolution

"That the name of the Company be changed to Bridgepoint Advisers II Limited "



Chairman

TUESDAY



LD1

LCJAFQID

04/01/2011

COMPANIES HOUSE

43



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6824647

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

BRIDGEPOINT DEVELOPMENT CAPITAL LIMITED

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

BRIDGEPOINT ADVISERS II LIMITED

Given at Companies House on **4th January 2011**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES