



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6824647

The Registrar of Companies for England and Wales hereby certifies that

HERMES PRIVATE EQUITY DIRECTS LIMITED

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

BRIDGEPOINT DEVELOPMENT CAPITAL LIMITED

Given at Companies House on **18th May 2009**



C06824647H

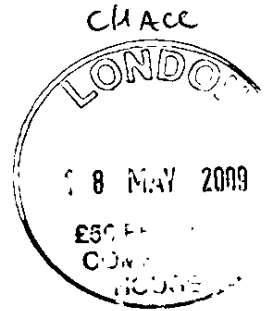


Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Company No. 6824647



THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING


of

HERMES PRIVATE EQUITY DIRECTS LIMITED (the "Company")

All of the members of the Company who at the circulation date of this resolution would have been entitled to vote on the resolution, RESOLVE, in accordance with Chapter 2, Part 13 of the Companies Act 2006, to pass the following resolution which has been proposed as a special resolution:


SPECIAL RESOLUTION

THAT the Company's name be changed to Bridgepoint Development Capital Limited.

Signed 

Print name **C BARTER**
For and on behalf of Bridgepoint Capital (Holdings) (as attorney for Hermes Fund Managers Limited)

Dated: 18/5/09

Signed 

Print name **C. BARTER**
For and on behalf of Bridgepoint Capital (Holdings)

Dated: 18/5/09



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18/05/2009

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COMPANIES HOUSE

Notes:

1. The circulation date of this resolution is 18 May 2009. This resolution has been sent to eligible members who would have been entitled to vote on the resolution on this date. Only such eligible members (or persons duly authorised on their behalf) should sign this resolution.
2. An eligible member can signify his or its agreement to the resolution by signing the resolution and by either delivering a copy of the signed resolution to an officer of the Company by hand or by sending a copy of the signed resolution in hard copy form by post to the Company Secretary.
3. This resolution must be passed by 15 June 2009. If the resolution is not passed by such date it will lapse. The agreement of a member to this resolution is ineffective if signified after this date.
4. A copy of this resolution has been sent to the auditors.