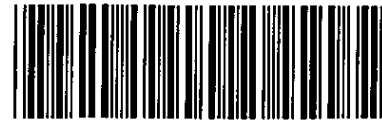


WEDNESDAY



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COMPANIES HOUSE

**WRITTEN RESOLUTION
OF
DOWNING ABSOLUTE INCOME VCT 1 LIMITED
COMPANY NUMBER: 7073737**

I the undersigned, being the sole member of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved to change the name of the company to "Downing Protected VCT I Limited"

Dated this 8 day of December 2009

Signed

Grant Whitehouse



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 7073737

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

DOWNING ABSOLUTE INCOME VCT 1 LIMITED

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

DOWNING PROTECTED VCT I LIMITED

Given at Companies House on **9th December 2009**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES