

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 32352

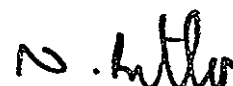
The Registrar of Companies for England and Wales hereby certifies that
TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TLPD LIMITED

Given at Companies House, Cardiff, the 15th July 1998



C00032352E


N. BUTLER

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



TRIPLEX LLOYD PROPERTY DEVELOPMENTS LIMITED

(Company Registration No. 32352)

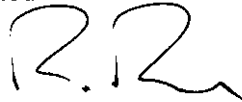
**WRITTEN RESOLUTION
OF
MEMBERS**

We, being all the holders of all the issued shares having the right to vote at any general meeting, hereby resolve pursuant to section 381A of the Companies Act 1985 (as amended) (to the intent that the following resolution shall be as effectual as if passed as a special resolution at a general meeting duly convened and held) as follows:


1. Special resolution

That, subject to the consent of the Registrar of Companies, the name of the company be and hereby is changed to TLPD Limited.

Dated: 30 June 1998


.....Director

for and on behalf of
Triplex Lloyd Properties Plc
28-30 Derby Road
Melbourne
Derbyshire


.....Director

for and on behalf of
Triplex Lloyd Nominees Limited
28-30 Derby Road
Melbourne
Derbyshire