

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 41439

I hereby certify that

FRASER & FRASER LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BROWN & TAWSE PROPERTIES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 6 FEBRUARY 1992

A handwritten signature in cursive script, appearing to read 'F. A. Joseph'.

F. A. JOSEPH

an authorised officer

62
Company Number 41439



MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
Fraser & Fraser Limited

Held at Imperial Street
Bromley-by-Bow
London
E3 3JQ

on 29th January 1992

Present W. Ford (Chairman)
P.J. Ashforth


Consent to Short Notice IT WAS RESOLVED

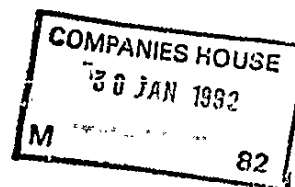
THAT, all the members entitled to receive notice and to vote at general meetings of the company having agreed to accept shorter notice than that prescribed by the Companies Act 1985 and a quorum being present, the meeting was properly constituted.

IT WAS RESOLVED as a
SPECIAL RESOLUTION


Change of Company Name THAT the name of the company be changed to:
BROWN & TAWSE PROPERTIES LIMITED

There being no further business the meeting closed.


.....
(Chairman)



Certified a true copy.


Company Secretary