

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 49907

The Registrar of Companies for England and Wales hereby certifies that
BERKELEY HOTEL COMPANY, LIMITED(THE)

having by special resolution changed its name, is now incorporated

under the name of

THE BERKELEY HOTEL COMPANY (49907) LIMITED

Given at Companies House, Cardiff, the 18th December 1998



C00049907H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company No. 49907

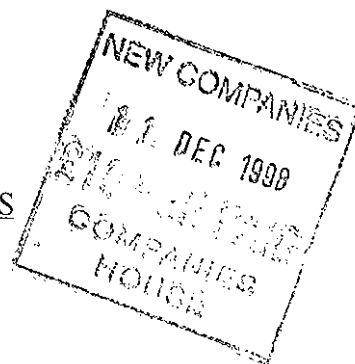
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF THE SOLE MEMBER OF

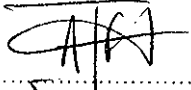
THE BERKELEY HOTEL COMPANY LIMITED



We, the undersigned, being the sole member of the above Company for the time being having a right to attend and vote at General Meetings, hereby pass the following Resolution in accordance with Section 381A of the Companies Act 1985, as inserted by Section 113 of the Companies Act 1989:

SPECIAL RESOLUTION

THAT, subject to the consent of the Department of Trade and Industry, the name of the Company be changed to The Berkeley Hotel Company (49907) Limited.

Signed  - Duly authorised Date Signed 2/12/98
For and on behalf of The Savoy Hotel Limited

PRESENTED BY: DELOITTE & TOUCHE, Hill House, 1 Little New Street, London EC4A 3TR