

No. 666151

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
J.V. HOLDINGS LIMITED

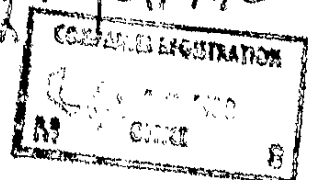
At an Extraordinary General Meeting of the Company held at 100
Park Lane, London W1Y 4AR on Wednesday, 24th August, 1988 the
following resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

WHAT

the name of the Company be changed to Hammerson International Holdings Limited.

Sydney Mason
Chairman



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 666151

I hereby certify that

J.V. HOLDINGS LIMITED

having by special resolution changed its name,

is now incorporated under the name of

HAMMERSON INTERNATIONAL HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16 SEPTEMBER 1988

A handwritten signature in cursive script, appearing to read 'C. J. Moss', with the words 'COMPANIES' and 'REGISTRATION' printed in small capital letters below it.

an authorised officer