

FILE COPY



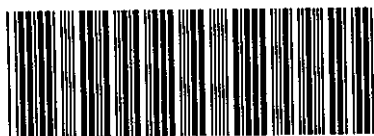
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2233431

The Registrar of Companies for England and Wales hereby certifies that
FOLEY LODGE HOTELS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE VINEYARD AT STOCKCROSS LIMITED

Given at Companies House, Cardiff, the 17th November 1997



C02233431G


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

No. of Company: 2233431

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-OF-

FOLEY LODGE HOTELS LIMITED

PASSED the *5 Nov* 1997

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at the Registered Office of the Company on the *5 Nov* 1997 the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

"That with the consent of the Department of Trade the Name of the Company be changed to:-

THE VINEYARD AT STOCKCROSS LIMITED


DIRECTOR

17/11

D & D LAW AGENCY SERVICES LTD
98/99 TEMPLE CHAMBERS
TEMPLE AVENUE
LONDON EC4Y 0HP
TELEPHONE: (0171) 583 8161
LDE 356 LONDON/CHANCERY LANE

NEW COMPANIES
1 2 NOV 1997
£10 FEE PAID
COMPANIES
HOUSE

D & D LAW AGENCY SERVICES LTD
98/99 TEMPLE CHAMBERS
TEMPLE AVENUE
LONDON EC4Y 0HP
TELEPHONE: (0171) 583 8161
LDE 356 LONDON/CHANCERY LANE

