FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2416030

The Registrar of Companies for England and Wales hereby certifies that TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED

having by special resolution changed its name, is now incorporated under the name of TRUST UNION PROPERTIES (LATHE) LIMITED

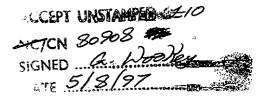
Given at Companies House, Cardiff, the 24th July 1997

C02416030N

For the Registrar of Companies



THE COMPANIES ACT 1985



COMPANIES HOUSE 01/08/97

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

TRUST UNION PROPERTIES (NUMBER NINETEEN) LIMITED

1 July 1997

At an Extraordinary General Meeting of the members of the above Company duly convened and held at 3 Finsbury Avenue, London EC2M 2PA on 1 July 1997 the subjoined Resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

THAT:

"the name of the Company be changed to Trust Union Properties (Lathe) Limited."

N P Taylor

For and on behalf of

Wil Taylor

Henderson Secretarial Services Limited

Secretary to

Trust Union Properties (Number Nineteen) Limited