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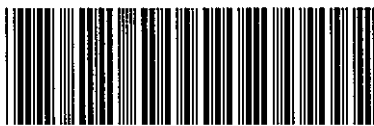
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3024231

The Registrar of Companies for England and Wales hereby certifies that
CONTROLWAY LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ELLIS & EVERARD (UK HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 10th May 1995



C030242319


M. LEWIS

For the Registrar of Companies



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

HC006B

Company No: 3024231

CONTROLWAY LIMITED
COMPANIES ACT 1985

SPECIAL RESOLUTION

WE, the undersigned, being all the members for the time being of the above named company entitled to receive notice of and to attend and vote at General Meetings **HEREBY PASS** the following resolution as a Special Resolution and agree that the said Resolution pursuant to section 381(A) of the Companies Act 1985 as amended shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held:

THAT the name of the Company be changed to Ellis & Everard (UK Holdings) Limited.

DATED this 26 day of APRIL 1995.

Signed: [Signature]

ELLIS & EVERARD plc
duly authorised representative

Signed: [Signature]

CRAVENHURST PROPERTIES LIMITED
duly authorised representative

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