

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3121094

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

having by special resolution changed its name, is now incorporated
under the name of
KIRK & PALMER LIMITED

Given at Companies House, Cardiff, the 16th November 1995

A handwritten signature in dark ink, appearing to read 'L. Parry'.

MRS. L. PARRY



C03121094F

For the Registrar of Companies



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

HC006B

THE COMPANIES ACT 1985
COMPANY NUMBER : 3121094

SPECIAL RESOLUTION OF

DIRECTLINK DEVELOPMENTS LIMITED

I, the undersigned, being the sole member for the time being of the above-named Company **HEREBY PASS** the following resolution as Special ResolutionS and agree that the said resolutions shall, pursuant to Regulation 53 in Table A (which Regulation is embodied in the Articles of Association of the Company), 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.

It is resolved:

1. That the name of the Company be changed to

KIRK & PALMER LIMITED

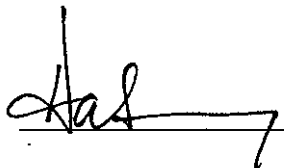
2. That the Memorandum of Association of the Company be and it is hereby altered by the addition of the following sub-clause (w) to clause 3 of the Memorandum:

W. Any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the rules for the time being of The Royal Institution of Chartered Surveyors.

3. That the Articles of Association be and they are hereby altered by the addition thereto of the following new Article 11(c):

11. (c)It shall be the duty of the directors to ensure that any business of surveying for the time being carried on by the Company shall at all times be conducted in accordance with the rules for the time being of The Royal Institution of Chartered Surveyors

Dated 8 November 1995

 D A Sweeney

York Place Company Services Ltd
12 York Place
Leeds LS1 2DS
Tel: 0113 2420222