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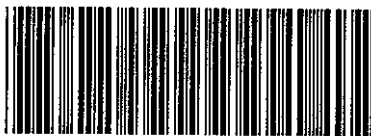
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3181186

The Registrar of Companies for England and Wales hereby certifies that
TIMBERPEG (UK) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TIMBERPEG HOMES UK LIMITED

Given at Companies House, Cardiff, the 27th January 1997



C03181186Q

G. Wookey
G. WOOKEY

For the Registrar of Companies

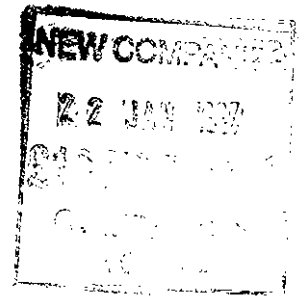


C O M P A N I E S H O U S E

HC006B

Special Resolution of
TIMBERPEG (UK) LIMITED

Company No:
3181186



The Companies Acts 1985 and 1989

I, the undersigned, being the single Member 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 381A of the Companies Act 1985 as amended by the Companies Act 1989 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.

Resolution

"That the name of the Company be changed to TIMBERPEG HOMES UK LIMITED."

Dated: 15/1/97

Signed:

JONATHAN HARVEY LEWIS COBB

