

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3330445

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

having by special resolution changed its name, is now incorporated
under the name of
METROPOLITAN WEST PROPERTIES LIMITED

Given at Companies House, Cardiff, the 26th October 1998



C03330445P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

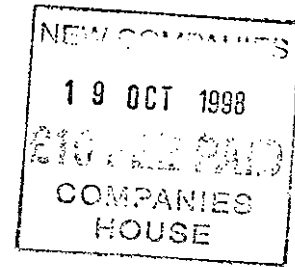


C O M P A N I E S H O U S E

HC006B

GATECROFT LIMITED

Company Number 3330445



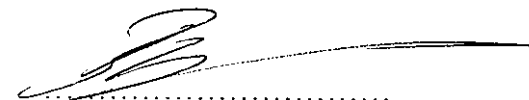
op 130

SPECIAL RESOLUTION

That the name of the Company be changed to Metropolitan West Properties Limited

Dated the 8th day of October 1998

BY ORDER OF THE BOARD


CHAIRMAN

