

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3337478

The Registrar of Companies for England and Wales hereby certifies that
TOWN & COUNTRY CONSTRUCTORS LIMITED

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

Given at Companies House, Cardiff, the 21st April 1997



C03337478K

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

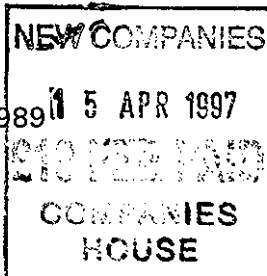
HC006B

THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 3337478

SPECIAL RESOLUTION OF

TOWN & COUNTRY CONSTRUCTORS LIMITED



We, the undersigned, COMPANY DIRECTORS LIMITED and TEMPLE SECRETARIES LIMITED, being all the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Special Resolutions and agree that the said resolutions shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company) or pursuant to any applicable rule of law, 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:

THAT the name of the Company be changed to

BRISLINGTON PROPERTIES LIMITED

Dated this 03/04/1997

Signed

(Authorised Signatory Of Company Directors Limited)

Signed

(Authorised Signatory of Temple Secretaries Limited)

A1 Company Services Limited
788-790 Finchley Road
London NW11 7UR

Our Ref: MPW/19340