

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3348456

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

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

THE ARNHEM WHARF RESIDENTIAL MANAGEMENT COMPANY
LIMITED

Given at Companies House, Cardiff, the 17th April 1997



C03348456G

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

MRS. L. PARRY

For the Registrar of Companies



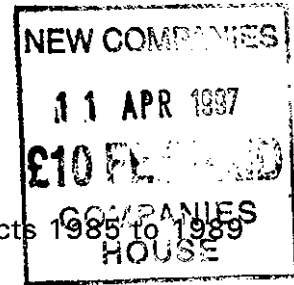
C O M P A N I E S H O U S E

HC006B

CN/RES

COMPANY NO. 3348456

The Companies Acts 1985 to 1989



SPECIAL RESOLUTION

OF

NESSGATE LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company the following Resolutions were duly passed as SPECIAL RESOLUTIONS, viz:

RESOLUTIONS

Passed the 10th April 1997

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

THE ARNHEM WHARF RESIDENTIAL MANAGEMENT COMPANY LIMITED

2. THAT, Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

A handwritten signature in black ink, appearing to be "H. P. H.", written over a horizontal line.

Chairman

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR COLLECTION BY STANLEY DAVIS GROUP LIMITED.

