

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3897917

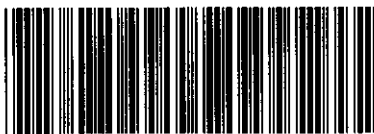
The Registrar of Companies for England and Wales hereby certifies that
TEMPLECO 462 LIMITED

having by special resolution changed its name, is now incorporated

under the name of

6 UPPER JOHN STREET MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 11th August 2000



C03897917A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

No 3897917

THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION

of

TEMPLECO 462 LIMITED
(the 'Company')

(Passed on 13 July 2000)

We, the undersigned, being the holders of the entire issued share capital of the Company entitling the holder to attend and vote at General Meetings of the Company hereby resolve:

SPECIAL RESOLUTION

'That the name of the Company be changed to 6 Upper John Street Management Limited'

A handwritten signature in dark ink, appearing to be "504" followed by a stylized flourish, written over a dotted line.

For and on behalf of Temple Direct Limited

A handwritten signature in dark ink, appearing to be "J. Brown" or similar, written over a dotted line.

For and on behalf of Temple Secretarial Limited