

FILE COPY



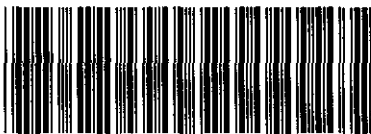
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3897929

The Registrar of Companies for England and Wales hereby certifies that
TEMPLECO 463 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
198 KNIGHTSBRIDGE PROJECT MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 29th February 2000



C03897929S



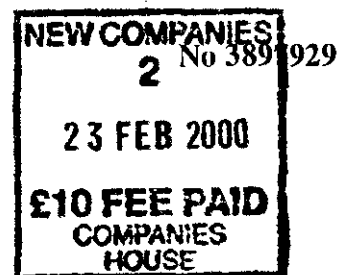
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

118295



THE COMPANIES ACTS 1985-1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

TEMPLECO 463 LIMITED
(the 'Company')

(Passed on 22 February 2000)

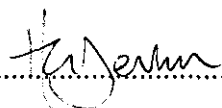
We, the undersigned, being the holders of the entire issued share capital of the Company entitling the holder to attend and vote at General Meetings of the Company hereby resolve:

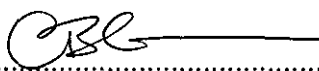
SPECIAL RESOLUTION

'That the name of the Company be changed to

198 Knightsbridge Project Management Limited'




.....
for and on behalf of Temple Direct Limited


.....
for and on behalf of Temple Secretarial Limited