

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4071760

The Registrar of Companies for England and Wales hereby certifies that

GRANTCHESTER PROPERTIES (NOTTINGHAM) LIMITED

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

GRANTCHESTER PROPERTIES (THEALE) LIMITED

Given at Companies House, London, the 22nd December 2000



C04071760L

A handwritten signature in black ink, likely of the Registrar of Companies.

For The Registrar Of Companies



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

Company No. 4071760



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

GRANTCHESTER PROPERTIES (NOTTINGHAM) LIMITED

Grantchester Securities Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to GRANTCHESTER PROPERTIES (THEALE) LIMITED.

SIGNATURE: _____

PRINT NAME

[.....TIMOTHY WALTON.....]

Authorised signatory for and on behalf of Grantchester Securities Limited

DATE: 20 DECEMBER 2000

5/ day €100

NIC

NW 006626

London-1/630002/01

G2777/00653

Minutes of a meeting of the Board of Directors of

Grantchester Properties (Nottingham) Limited

held at 3 Finsbury Square, London, EC2A 1AE

on the 20 day of December 2000 at 9 am/pm

PRESENT:

AN HEWSON
TP WALTON

IN ATTENDANCE:

IM MOLLOCKS

1. Quorum

Mr Walton opened the meeting and declared it duly convened and quorate, **IT WAS RESOLVED** that he be appointed Chairman for the purpose of the meeting.

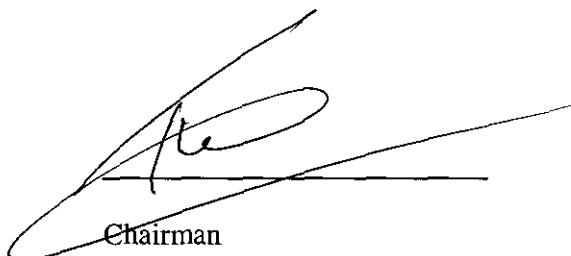
2. Change of Company Name

It was proposed that the name of the Company be changed to **GRANTCHESTER PROPERTIES (THEALE) LIMITED.**

There was then produced to the meeting a written resolution signed on behalf of the sole member of the Company approving the change. **IT WAS RESOLVED** that the change take place and that Clifford Chance LLP be instructed to file the written resolution with the Companies Registrar.

3. Close

There being no further business the Chairman declared the meeting closed.



Chairman

Dated: 20 December 2000