

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4074263

The Registrar of Companies for England and Wales hereby certifies that

CENTER PARCS SHERWOOD LIMITED

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

CARP (S) LIMITED

Given at Companies House, London, the 4th November 2002



C040742633



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company number: 4074263



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

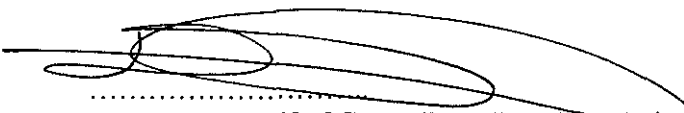
WRITTEN RESOLUTION
OF
CENTER PARCS SHERWOOD LIMITED (the "Company")

DATED 3rd November, 2002

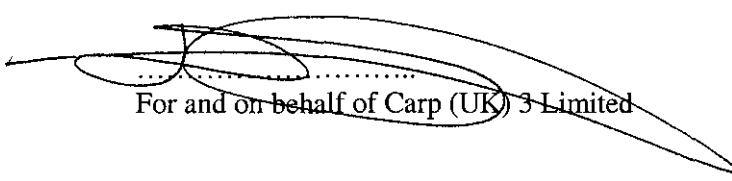
We the undersigned, being the holders of all the issued share capital of the Company, pass the following resolutions by way of a written resolution pursuant to regulation 53 of the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985:

THAT:

The name of the Company be changed to "Carp (S) Limited".



For and on behalf of Center Parcs Longleat Limited



For and on behalf of Carp (UK) 3 Limited

