

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4190179

The Registrar of Companies for England and Wales hereby certifies that

INTERCEDE 1704 LIMITED

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

GRAND HOTELS (M) GUARANTEE COMPANY LIMITED

Given at Companies House, London, the 16th May 2001



U. Shah

C04190179F

For The Registrar Of Companies



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

51 Day £80.00
NIC
RBCS CS3684

Registered Number:

4190179



THE COMPANIES ACT

INTERCEDE 1764 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass a Special Resolution which has effect as if agreed by the Company in general meeting:

SPECIAL RESOLUTION

That the name of the Company be changed to:

GRAND HOTELS (M) GUARANTEE COMPANY LIMITED

Sole Member:



as authorised representative for
Mitre House Nominees Limited

Date:

16/05/01

