

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4415588

The Registrar of Companies for England and Wales hereby certifies that
SPECIAL EFFORT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
VT PORTCHESTER NO 1 LIMITED

Given at Companies House, Cardiff, the 23rd April 2002



C04415588M

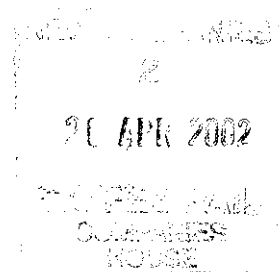


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

520288



SPECIAL EFFORT LIMITED

Company No:
4415588

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolution

"That the name of the Company be changed to VT Portchester No 1 Limited."

Passed on: 16 April 2002

The Members:

£1.00 Ordinary shareholders:

A large, stylized handwritten signature in black ink, appearing to be a cursive representation of the company name or a representative's name.

For and on behalf of
Vosper Thornycroft (UK) Limited

