

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 216452

The Registrar of Companies for Scotland hereby certifies that

SHANDON RESIDENTIAL LIMITED


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

SOUTHPLACE (SCOTLAND) LIMITED

Given at Companies House, Edinburgh, the 14th May 2001



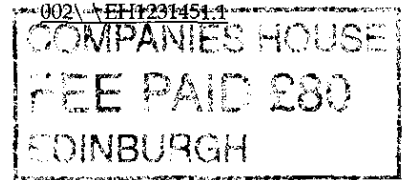
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Diane Ross
Registrar Of Companies



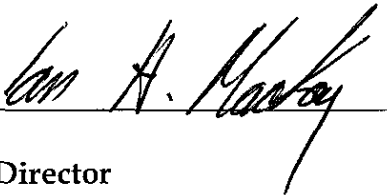
C O M P A N I E S H O U S E

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
NOTICE OF SPECIAL RESOLUTION
of
SHANDON RESIDENTIAL LIMITED
(Registered Number SC216452)
Passed 10th May 2001



By special resolution passed by the sole member of the above named Company on 10th May 2001, the following resolution was duly passed as a special resolution.

"That the name of the Company be changed to "Southplace (Scotland) Limited"."


Director

