

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 228620

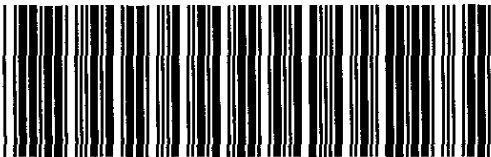
The Registrar of Companies for Scotland hereby certifies that

LOTHIAN FIFTY (869) LIMITED

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

CPF PATRON SCOTLAND GP LIMITED

Given at Companies House, Edinburgh, the 13th May 2002



CSC228620C


Diane Brooks
Registrar Of Companies



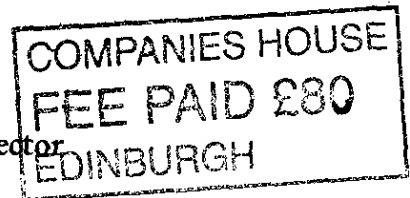
C O M P A N I E S H O U S E

Resolution in Writing of the Sole Director
of

Lothian Fifty (869) Limited

Registered in Scotland, Number: SC228620

Dated: 13 May 2002



We, Burness (Directors) Limited, being the sole director of the above company hereby resolve that it be recommended to the sole member:-

1. That the name of the company be changed to "CPF PATRON SCOTLAND GP LIMITED".
2. That the regulations in the document marked A be adopted as new Articles of Association of the company in place of and to the exclusion of all other Articles of Association.
3. That the Memorandum of Association of the company be amended by the deletion of the existing Clause III sub-clause 1 (a) and that the attached be adopted as a new Clause III sub-clause 1 (a).

We hereby resolve that the draft members' written resolution which has been presented to us be approved and that this be forwarded to the sole member for signature.

We further resolve that:-

1. William Lyman Cobb be appointed as Director of the company with effect from 12 noon on 13 May 2002 and that the resignation of Burness (Directors) Limited be effective from then.
2. That the accounting reference date of the company be shortened so as to end on 31 December 2002. We note that the first accounts of the company will be required from the incorporation of the company on 28 February 2002 to 31 December 2002 and that these accounts will require to be lodged at Companies House by 31 October 2003.
3. That subject to the production of a duly signed and stamped share transfer form the undernoted transfer of nil paid ordinary shares of £1 each be approved for registration in the Register of Members of the company:-



TRANSFEROR	TRANSFeree	SHARE NUMBERS	NUMBER OF SHARES
BURNESS (NOMINEES) LIMITED	THE CHURCH PENSION FUND	1	ONE

.....*Alan Smith*.....
AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
BURNESS (DIRECTORS) LIMITED
SOLE DIRECTOR