

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 339238

The Registrar of Companies for England and Wales hereby certifies that

FORTE HOTELS AND RESORTS LIMITED

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

MERIDIEN RESORTS LIMITED

Given at Companies House, London, the 27th September 2001



C00339238Q

C. Phillips
C. PHILLIPS

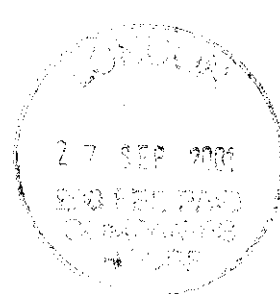
For The Registrar Of Companies



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

Slabey £80
N/C
NW 000005

Company No. 00339238



THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY LIMITED BY SHARES

Written Resolution

- of -

the sole member

- of -

FORTE HOTELS AND RESORTS LIMITED

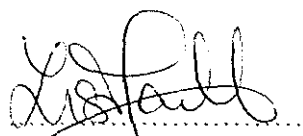
(passed in accordance with the articles of association of the company)

I, the undersigned, being the sole member of the company who, at the date of this resolution would be entitled to attend and vote at general meetings of the company HEREBY PASS the following resolution as a special resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by me at a general meeting of the company duly convened and held:

SPECIAL RESOLUTION

"THAT the company change its name to:

MERIDIEN RESORTS LIMITED"


For and on behalf of
Forte Limited

Dated: 25 September 2001

Presented by:
Taylor Joynson Garrett
Carmelite
50 Victoria Embankment
Blackfriars
London
EC4Y 0DX
Ref: DJJ/CAK

CERTIFIED A TRUE COPY

