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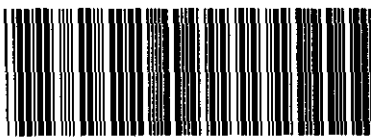
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 368815

The Registrar of Companies for England and Wales hereby certifies that
BASS HOTELS AND HOLIDAYS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SIX CONTINENTS HOTELS & HOLIDAYS LIMITED

Given at Companies House, Cardiff, the 6th August 2001



C003688155



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

000529

COMPANY NO. 368815

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

Written Resolution

of

Bass Hotels & Holidays Limited
("the Company")

On the 31ST July 2001, the following RESOLUTION IN WRITING (such resolution to have effect as a special resolution) was duly passed by all the members of the Company who were at the date thereof entitled to attend and vote at a general meeting of the Company pursuant to section 381A, Companies Act 1985 (as amended):

THAT the name of the Company be changed to

"Six Continents Hotels & Holidays Limited"

B. Camber
.....
Secretary

Dated this 31st day of July 2001

