



**CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF A PUBLIC COMPANY
AS A PRIVATE COMPANY**

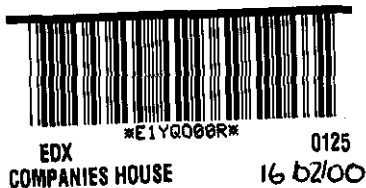
No.400725

I hereby certify that

CHESTERFIELD PROPERTIES LIMITED

formerly registered as a public company has this day been re-registered
under the Companies Act 1985 as a private company, and that the
Company is limited

Given under my hand at Companies House, Cardiff the 16th February 2000



J J Lewis

An Authorised Officer