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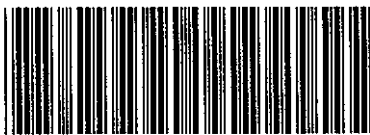
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1152419

The Registrar of Companies for England and Wales hereby certifies that
ALFRED MCALPINE DEVELOPMENTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ALFRED McALPINE HOMES HOLDINGS LIMITED

Given at Companies House, Cardiff, the 5th February 1997



C011524194


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

86469/AR

No. 1152419

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ALFRED McALPINE DEVELOPMENTS LIMITED

At an Extraordinary General Meeting of the above-named Company held at Stratford Court Cranmore Boulevard Shirley Solihull West Midlands on the 27th day of January 1997 the following Resolution was duly passed as a Special Resolution:

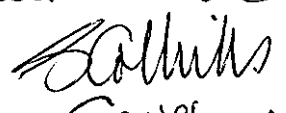
SPECIAL RESOLUTION

That the name of the Company be changed to:

"Alfred McAlpine Homes Holdings Limited"



CHAIRMAN OF THE MEETING

Certified a true copy

Secretary

