

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1932760

The Registrar of Companies for England and Wales hereby certifies that

ALFRED MCALPINE HOMES SOUTHERN LIMITED

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

GEORGE WIMPEY HOMES SOUTHERN LIMITED

Given at Companies House, Cardiff, the 8th November 2001



C019327607

A handwritten signature in cursive script, appearing to read 'E. Barry'.

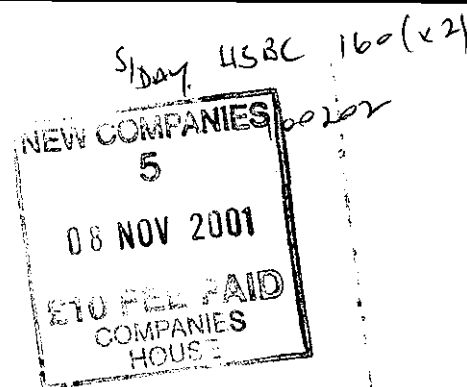
For The Registrar Of Companies



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

HSBC
400202

£50 s/day



Company number 1932760

THE COMPANIES ACT 1985

AND

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

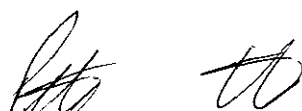
ALFRED McALPINE HOMES SOUTHERN LIMITED

Pursuant to Section 381A of the Companies Act 1985 and the articles of association of Alfred McAlpine Homes Southern Limited (the "Company"), we the undersigned, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, pass the following resolution in writing as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

Special Resolution

That the name of the company be changed to
"GEORGE WIMPEY HOMES SOUTHERN LIMITED".

For and on behalf of
Alfred McAlpine Homes Holdings Limited


.....
Authorised signatory

Dated: 2 November 2001

