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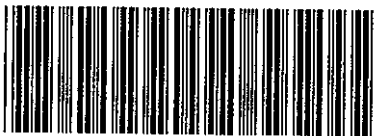
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2158377

The Registrar of Companies for England and Wales hereby certifies that
MACARTHY GROUP PROPERTIES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LLOYDS GROUP PROPERTIES LIMITED

Given at Companies House, Cardiff, the 3rd September 1997



C021583772

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



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

HC006B

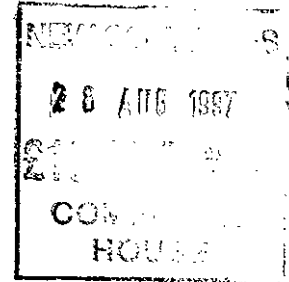
Company Number 2158377

The Companies Act 1985 & 1989

SPECIAL RESOLUTION

MACARTHY GROUP PROPERTIES LIMITED

Passed on: 22nd August, 1997



At an Extraordinary General Meeting of the above-named Company duly convened and held on 22nd August, 1997 the following Resolution was passed as a Special Resolution:

SPECIAL RESOLUTION

"That the name of the Company be changed to LLOYDS GROUP PROPERTIES LIMITED"

Certified a true copy


Secretary _____

