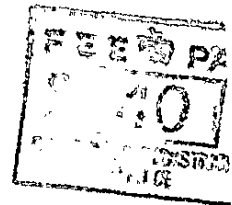


2220177

Company Number



SPECIAL RESOLUTION OF

URBANTREAT LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a Special Resolution and agree that the said resolution shall, pursuant to Clause 53 in Table A (which Clause is embodied in the Articles of Association of the Company), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

It is resolved:

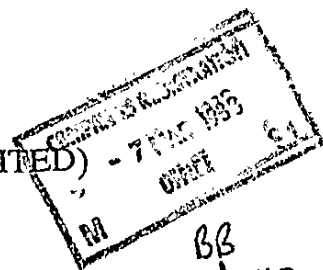
That the name of the Company be changed to:—

EXCLUSIVE FINANCE (5) LIMITED



Dated this 2nd day of MARCH 198 8 .

.....
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)



.....
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

BB
£240
716471
P6

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2220177

I hereby certify that

URBANTREAT LIMITED

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

EXCLUSIVE FINANCE (5) LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 21 MARCH 1988

A handwritten signature in cursive script, appearing to read 'B.M. Jones'.

Mrs. B.M. JONES

an authorised officer