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COMPANY NUMBER: 2231168

The Companies Act 1985-1989.

Company Limited by Shares.

LIST OF MEMBERS: CHARLES BARRIE TONKIN: VALERIE ANN TONKIN:  
(In the Chair)

SPECIAL RESOLUTION OF  
NORTHERN FLATS MANAGEMENT COMPANY LIMITED

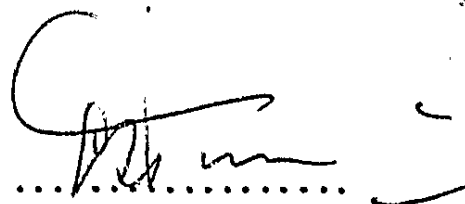
PASSED ON

11TH

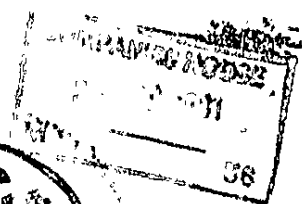
day of September, 1991.

AT AN EXTRAORDINARY GENERAL MEETING of the Members  
of the above named Company duly convened and held at  
Clinton House, High Street, Coleshill, Birmingham, B46 3BP  
the registered office of the Company on the 11th day of  
September, 1991 the following Special Resolution was duly  
passed.

"Resolution in that with the consent of the Registrar  
of Companies the Company name be changed to Solitaire Property  
Management Company Limited."



Chairman.



FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2231168

I hereby certify that

**NORTHERN FLATS MANAGEMENT COMPANY  
LIMITED**

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

**SOLITAIRE PROPERTY MANAGEMENT COMPANY  
LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 1 NOVEMBER 1991

*M. Rose*  
M. ROSE

an authorised officer