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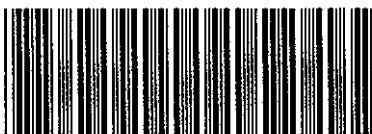
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2652603

The Registrar of Companies for England and Wales hereby certifies that
SANDHAVEN LIMITED

having by special resolution changed its name, is now incorporated
under the name of
(ALBANY HOMES INTERNATIONAL) LIMITED

Given at Companies House, Cardiff, the 7th October 1996



C026526036


MRS. L. PARRY

For the Registrar of Companies



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

HC006B


THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARERS
SPECIAL RESOLUTION
OF
SANDHAVEN LIMITED



Passed the (10th September) 1996

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on the above date the following resolutions were duly passed as special resolutions of the Company:

- 1. THAT subject to the consent of the Secretary of State for Trade and Industry the name of the Company be changed to (Albany Homes International) Limited.**
- 2. THAT Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.**


.....
Chairman

SANDHAVEN LIMITED

NOTICE OF EGM

An Extraordinary General Meeting of the above named Company will be held at (50 Sheldon Avenue, Highgate, London, N6 4ND)on (10th September) 1996 at (10.15) am for the purpose of considering and if thought fit passing the following Resolutions which will be proposed as Special Resolutions:-

SPECIAL RESOLUTION

- 1. THAT subject to the consent of the Secretary of state for Trade and Industry the name of the Company be changed to (Albany Homes International) Limited.**
- 2. THAT Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.**

BY ORDER OF THE BOARD

.....
SECRETARY

Dated: 10/9/1996

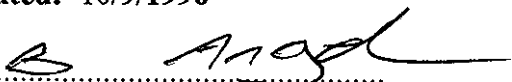
Registered Office: 50 Sheldon Avenue, Highgate, London, N6 4ND

NOTE

A member entitled to attend and vote is entitled to appoint a proxy to attend and, on a poll, vote instead of him. A proxy need not also be a member of the Company.

We, the undersigned, being all the members entitled to attend and vote at the above meeting, consent to such meeting being held at less than the statutory period of notice in writing and the resolutions set out in the notice of meeting being proposed and passed as special resolutions.

Dated: 10/9/1996

.....


SANDHAVEN LIMITED


**Minutes of an Extraordinary General Meeting of the Company held at (50
Sheldon Avenue, Highgate London N6 4ND) on(10th September)1996 at10.30 am.**

Present: Mr B. Angel, Esq.

Mrs S. Selman-Angel

In Attendance:

1. The Chairman announced that a quorum was present and declared the meeting open.
2. The Chairman announced that all the members of the Company had consented to the holding of the meeting at short notice.
3. With the consent of all the members present, the notice conveying the meeting was taken as read.
4. The Chairman proposed the resolutions numbered 1 and 2 as set out in the notice as special resolutions and the resolutions were passed unanimously.
5. There being no further business the meeting was then concluded.


.....
Chairman

SANDHAVEN LIMITED

Minutes of an Extraordinary General Meeting of the Company held at (50 Sheldon Avenue, Highgate London N6 4ND) on(10th September)1996 at10.30 am.

Present: Mr B. Angel, Esq.

Mrs S. Selman-Angel

1. Chairman and Quorum

IT WAS REPORTED that a quorum was present and the meeting could proceed to business. (B. Angel) was appointed Chairman of the meeting. All directors present confirmed they had received details of the proposed business to be considered at the meeting.

2. Change of Name

IT WAS NOTED that the Directors wished to change the name of the Company to (Albany Homes International) Limited.

All Directors present were of the view that it was in the best interests of Company to change it's name to (Albany Homes International) Limited.

IT WAS RESOLVED that the directors of the Company recommend to the shareholders that the name of the Company be changed to (Albany Homes International) Limited.

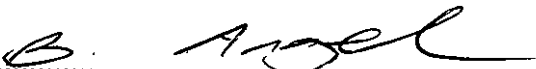
There were produced to the Meeting a Notice of Extraordinary General Meeting of the Company, at which a resolution to change the name of the Company to (Albany Homes International) Limited was to be proposed, and a Form of Consent to Short Notice for the convening of the EGM at short notice.

IT WAS RESOLVED that the said Notice be and is hereby approved and that the EGM be held forthwith, subject to the Form of Consent to Short Notice being duly signed by all the Members of the Company.

The Meeting was then adjourned.

On the resumption of the Meeting it was reported that the resolution proposed at the EGM had been passed unanimously.

- 3. The Secretary was instructed to arrange for the filing of the appropriate forms and the other documents at Companies House and to make all the necessary entries in the statutory books of the Company.**
- 4. There being no further business to be transacted the meeting terminated.**

..... 
Chairman