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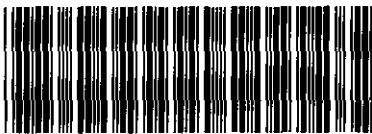
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2885028

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

having by special resolution changed its name, is now incorporated
under the name of
ST. MODWEN DEVELOPMENTS (LONGBRIDGE) LIMITED

Given at Companies House, Cardiff, the 16th November 2004



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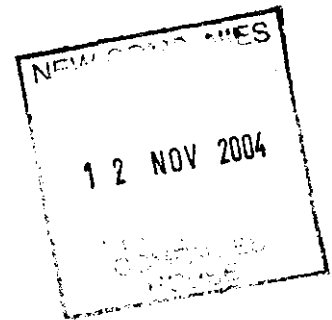


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

006390/10



Tukdem Limited

Company No:
2885028



The Companies Acts 1985 and 1989

We, the undersigned, 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 section 381A of the Companies Act 1985 as amended by the Companies Act 1989, 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.

Special Resolution

"That the name of the Company be changed to St. Modwen Developments (Longbridge) Limited."

Passed on: 11th November 2004

The Members:

£1.00 Ordinary shareholders:

Redman Heenan Properties Limited

For and on behalf of
Redman Heenan Properties
Limited Mr T P Haywood
Director

Certified a true & correct
copy of resolution passed
by the company APR
Secretary
Tukdem Ltd.
11/11/04.