

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2892264

The Registrar of Companies for England and Wales hereby certifies that
INTERNATIONALE NEDERLANDEN PROPERTY SERVICES (UK)
LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ING PROPERTY SERVICES (UK) LIMITED

Given at Companies House, Cardiff, the 5th December 1995



C028922644


M. LEWIS

For the Registrar of Companies



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

HC006B

COMPANY NO 2892264



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

PURSUANT TO SECTION 381A

COMPANIES ACT 1985

WRITTEN RESOLUTION
OF
INTERNATIONALE NEDERLANDEN PROPERTY SERVICES (UK) LIMITED

We being the holder(s) of the entire issued share capital of the Company
HEREBY RESOLVE THAT the name of the Company be changed to "ING PROPERTY
SERVICES (UK) LIMITED".

Signed

.....
C.P.M.M. Jansen

Signed

.....
J.H.J. Houben

Internationale Nederlanden Bank N.V.
Handelsregister nr. 31.431, Amsterdam

For and on behalf of:
INTERNATIONALE NEDERLANDEN
BANK N.V. the holder of
100 issued Ordinary Shares



Dated the 14th day of November 1995.