

31-10-95

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 2974740

The Registrar of Companies for England and Wales hereby certifies that
PROSPECT HEIGHTS (HOLDINGS) 1 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PROSPECT HEIGHTS (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 1st November 1995



C029747400

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies



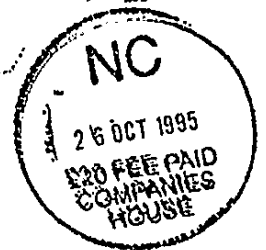
C O M P A N I E S H O U S E

HC0062

31-10-95

PROSPECT HEIGHTS (HOLDINGS) 1 LIMITED
Registered Number 02974740

(the Company)

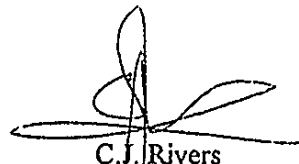


AT AN EXTRAORDINARY GENERAL MEETING of the Company held at 155, Bishopsgate, London EC2M 3TG on the 10th day of October 1995 the following resolution was passed as a Special Resolution:

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to Prospect Heights (Holdings) Limited

Dated 12th October 1995



C.J. Rivers
Secretary

2762JR

