

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3134161

The Registrar of Companies for England and Wales hereby certifies that
FORMALDIRECT PROPERTY MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FIVE POINTS MANAGEMENT COMPANY LIMITED

Given at Companies House, Cardiff, the 12th February 1996

E. P. Owen
E. P. OWEN



C03134161B

For the Registrar of Companies



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

HC006B

Company Number 3134161



SPECIAL RESOLUTION

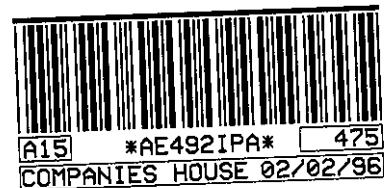
FORMALDIRECT PROPERTY MANAGEMENT LIMITED

We, the undersigned, INSTANT COMPANIES LIMITED and SWIFT INCORPORATIONS LIMITED, 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 Clause 53 in Table A (which clause is embodied in the Articles of Association of the Company), 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.

It is resolved:

THAT the name of the Company be changed to "FIVE POINTS MANAGEMENT COMPANY LIMITED".

Date: 17 January 1996



Chadler
.....
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

McConnell
.....
(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

JORDAN & SONS LIMITED
21 St. Thomas Street
Bristol BS1 6JS
LAW/HG/ 3A4810