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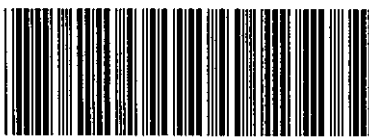
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3193571

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

having by special resolution changed its name, is now incorporated
under the name of
LINDEN HOMES CHILTERN LIMITED

Given at Companies House, Cardiff, the 4th January 1999



C031935713



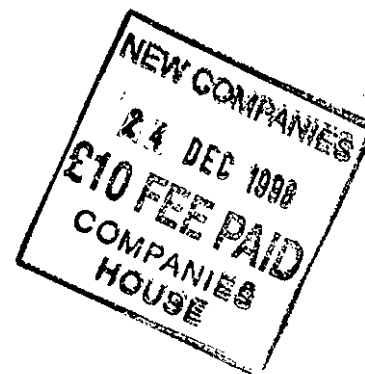
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company Number : 3193571



THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
(copy)
SPECIAL RESOLUTION
OF
TOWERBARN PROJECTS LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named company, duly convened, and held on 23 DECEMBER 1998, the following SPECIAL RESOLUTION was duly passed :-

That the name of the company be changed to

LINDEN HOMES CHILTERN LIMITED



A handwritten signature in black ink, consisting of a stylized 'J' followed by a long horizontal stroke.

Director