

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3242800

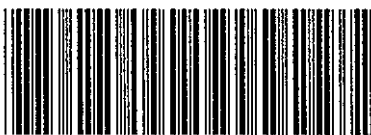
The Registrar of Companies for England and Wales hereby certifies that
"PHOENIX" PROPERTY MANAGEMENT LIMITED

having by special resolution changed its name, is now incorporated

under the name of

"PHOENIX" MANAGEMENT COMPANY LIMITED

Given at Companies House, Cardiff, the 26th March 1998



C03242800P

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



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

HC006B

Number of)
Company) 3242800

NEW COMPANIES

20 MAR 1998

£10 FEE PAID

COMPANIES
HOUSE

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

"PHOENIX" PROPERTY MANAGEMENT LIMITED

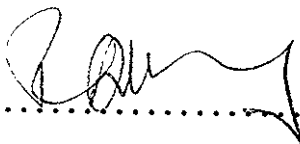
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Passed the 17th March 1998
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AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 44 Grosvenor Hill, London W1 on the March 1998 the following SPECIAL RESOLUTION was duly passed:

RESOLUTION

That the name of the Company be changed to:
"PHOENIX" MANAGEMENT COMPANY LIMITED

Signature.....



To be signed by all
the Chairman, a
Director or the
Secretary of the
Company



A25 *ATGZ74MF* 519
COMPANIES HOUSE 19/03/98

RESOLUTION

"PHOENIX" PROPERTY MANAGEMENT LIMITED

RESOLUTION

"PHOENIX" MANAGEMENT COMPANY LIMITED