

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3248589

The Registrar of Companies for England and Wales hereby certifies that

INGLEBY (936) LIMITED

having by special resolution changed its name, is now incorporated
under the name of

WILCON HOMES WESTERN LIMITED

Given at Birmingham, the 31st December 1996

N. Akhtar



C03248589U

N. AKHTAR

For The Registrar Of Companies



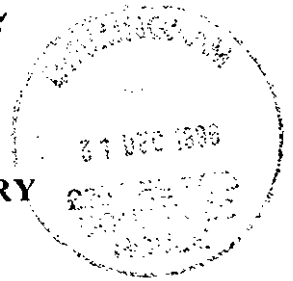
C O M P A N I E S H O U S E

chg N° 108755

£100

part of £200
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COPY RESOLUTIONS FOR FILING AT COMPANIES REGISTRY



Number of Company: 3248589

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL AND ORDINARY RESOLUTIONS

of

INGLEBY (936) LTD
~~WILCON HOMES WESTERN LIMITED~~

Passed on 5th December 1996

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Thomas Wilson House, Tenter Road, Moulton Park, Northampton, NN3 6QJ on 5th December 1996 the following Resolutions were duly passed, the Resolutions numbered (1) and (2) as ORDINARY RESOLUTIONS and the Resolutions numbered (3), (4), (5) and (6) as SPECIAL RESOLUTIONS:

ORDINARY RESOLUTIONS

- (1) "THAT the authorised share capital of the Company be increased from £1,000 to £1,000,000 by the creation of 999,000 additional Ordinary shares of £1 each to rank in all respects pari passu with the existing shares already in issue."

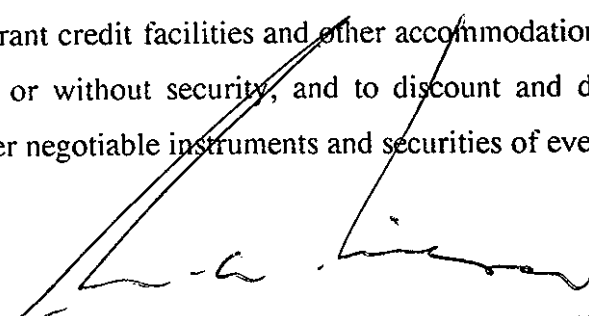
- (2) "THAT the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot and dispose of or grant options over the Company's shares to such persons, on such terms and in such manner as they think fit, up to the amount of the authorised share capital of the Company at any time during the period of five years from the date hereof."

SPECIAL RESOLUTION

- (3) "THAT the name of the Company be changed from "Ingleby (936) Limited" to "Wilcon Homes Western Limited".
- (4) "THAT by virtue of section 95(1) of the Companies Act 1985, section 89(1) shall not apply to the allotment of shares pursuant to the authority conferred by paragraph (2) above".
- (5) "THAT the regulations contained in the document submitted to the Meeting a copy of which is annexed to the Notice of EGM and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association thereof".
- (6) "THAT the Memorandum of the Company be amended by the adoption of the following new clause in substitution for the existing clause 3(1):
- (a) (i) To carry on the business of builders and contractors, and all aspects of property and estate development, government or public works contractor, engineers, general contractors, builders' merchants, property repairers and jobbers, sanitary, gas and hot water engineers, metal workers, timber merchants, sawmill proprietors and sawyers, carpenters, joiners and wood workers, shopfitters, shop front constructors, french polishers, wood paving and flooring manufacturers, designers and layers of marble, mosaic and terrazzo paving, manufacturers of artificial stone and reinforced concrete, erectors of fire-proof constructions and general concrete workers, pavers, brick and tile manufacturers, quarrying and mining minerals of all kinds and

burning or otherwise working the same, cement merchants, manufacturers of and wholesale and retail dealers in building requisites of all kinds, and in sanitary ware, earthenware, fireplaces, chimney pieces, grates, stoves and domestic ironmongery and hardware of every description, property owners and investors, house, land and estate agents, surveyors, auctioneers, valuers, carters, carriers, haulage contractors, general merchants, traders, warehouse men and agents, merchants and dealers in coal, coke and every kind of natural or artificial fuel, manufacturers of, agents for and dealers in wood working and other plant machinery, and to manufacture, buy, sell, repair and deal in plant, tools, machinery and implements of all kinds necessary or useful for the carrying on of any of the businesses of the Company or likely to be required by any of the customers thereof.

- (ii) To carry on business as a guarantee and indemnity Company and as financiers, and to carry on and transact every kind of guarantee, counter-guarantee, indemnity and counter-indemnity business and financial operations and in connection therewith (but without limiting the generality of the foregoing) (a) to finance and invest in and to guarantee the payment of money by, and the discharge of liabilities and obligations of, every description of any person firm or Company including (without limited the generality of the foregoing) any Company which for the time being a subsidiary or the holding Company (both as defined by Section 736 of the Companies Act 1985) of the Company or another subsidiary of any such holding Company; and (b) to effect any such guarantees and indemnities either by personal covenant or by mortgaging charging or otherwise creating security over all or any part of the undertaking, property and assets both present and future of the Company and its uncalled capital or by both such methods; and (c) to borrow money, negotiate loans, grant credit facilities and other accommodation, advance and lend money with or without security, and to discount and deal in bills of exchange and other negotiable instruments and securities of every description.



.....
Chairman