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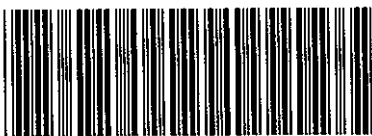
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3248685

The Registrar of Companies for England and Wales hereby certifies that
T. RICHARDSON (BRIDGEND) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BAA-McARTHUR/GLEN (BRIDGEND) LIMITED

Given at Companies House, Cardiff, the 13th January 1997



C03248685C


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

Company No. 3248685

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTIONS



OF

T RICHARDSON (BRIDGEND) LIMITED (the "Company")

At an Extraordinary General Meeting of the above Company duly convened and held on
12 December 1996 the following resolutions were duly passed as Special Resolutions:-

SPECIAL RESOLUTIONS

- waived*
1. THAT the authorised share capital of the Company be increased to £1,000,000 by the creation of 999,000 Ordinary Shares of £1 each in each case having the rights referred to in the New Articles of Association to be adopted pursuant to Resolution (3) below.
 2. THAT sub-paragraph 3(A)(i) of the Memorandum of Association of the Company be deleted and that there be inserted in its place the following sub-paragraph:

"3(A)(i) to carry on the business of acquiring sites, developing and operating manufacturers' or factory outlet centres and such other shops or retail establishments for the sale or hire of goods or consumables of any kind to members of the public and to provide for members of the public at such manufacturers' or factory outlets restaurants, food halls, recreational and leisure facilities and similar amenities and to grant leases or licences of shop units within such manufacturers' or factory outlet centres;"

- Li-ndle*
3. THAT the existing Articles of Association of the Company shall cease to apply to it and the Company adopts in substitution for them the new Articles of Association in the form of the draft produced to the Meeting initialled by the *Secretary* ~~Chairman~~ and attached to the Notice of it.
 4. THAT the name of the Company be changed to BAA-McArthur/Glen (Bridgend) Limited.

R. Hill
.....
Chairman

CJR0078/4

