

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

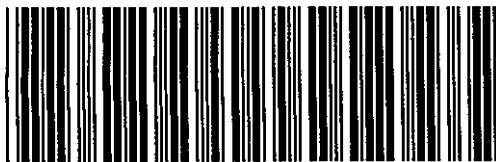
Company No. 3358043

The Registrar of Companies for England and Wales hereby certifies that  
CAPITALOFFER PUBLIC LIMITED COMPANY

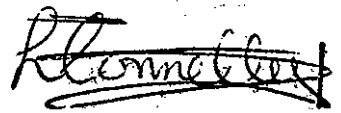
having by special resolution changed its name, is now incorporated  
under the name of

CITADEL PROPERTIES PLC

Given at Companies House, London, the 13th May 1997



\*C03358043C\*

  
**L. CONNELLY**

For The Registrar Of Companies



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

**THE COMPANIES ACTS 1985 to 1989**



**Company Number 3358043**

**SPECIAL RESOLUTION OF**

**CAPITALOFFER PUBLIC LIMITED COMPANY**

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), or pursuant to any applicable rule of law, 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:-

**CITADEL PROPERTIES PLC**

Dated this 13th day of May, 1997

(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

(AUTHORISED SIGNATORY OF SWIFT INCORPORATIONS LIMITED)

**JORDANS LIMITED  
20-22 BEDFORD ROW  
LONDON WC1R 4JS**

N/C  
£100  
BB  
722/89  
S/OA7