

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

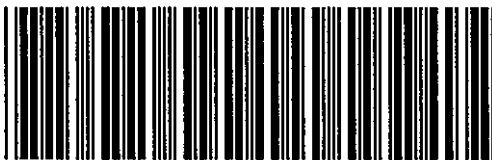
Company No. 3406547

The Registrar of Companies for England and Wales hereby certifies that
SHELFCO (NO. 1387) LIMITED

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

GE CAPITAL CORPORATION (PROPERTY MANAGEMENT) LIMITED

Given at Companies House, London, the 27th November 1997



C03406547Q

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

Company No. 3406547



THE COMPANIES ACT 1985 & 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION

of

SHELFCO (NO. 1387) LIMITED

(the "Company")

Written record of a decision of the sole member of the Company made at 10 am/pm on 27 November 1997 and having the effect of a Special Resolution passed by the Company in general meeting.

RESOLUTION

That the name of the Company should be changed to:

GE Capital Corporation (Property Management) Limited

.....
For and on behalf of MIKJON LIMITED
(the sole member of the Company)

N/c £1000
BS 043985
S/DA7