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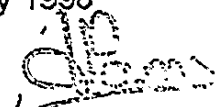
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3429499

The Registrar of Companies for England and Wales hereby certifies that
LEND LEASE HOMES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LEND LEASE NH LIMITED

Given at Companies House, Cardiff, the 7th January 1998


MRS. L. PACEY



C034294996

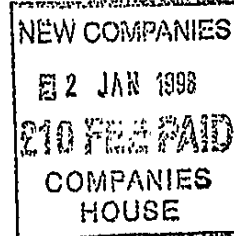
For the Registrar of Companies



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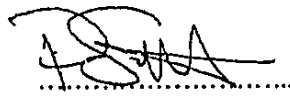
No 3429499

Lend Lease Homes Limited

Extract of Resolution

The following resolution of the company was duly passed at the Annual General Meeting held on 19th December 1997:

THAT the name of the company be changed to Lend Lease NH Limited.


.....
Secretary

