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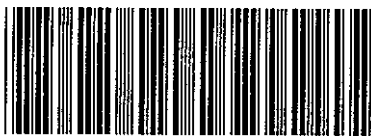
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3450780

The Registrar of Companies for England and Wales hereby certifies that
BPT HOME REVERSIONS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BPT BRIDGEWATER (HOME REVERSIONS) LIMITED

Given at Companies House, Cardiff, the 22nd May 1998



C03450780L

For the Registrar of Companies



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

HC006B

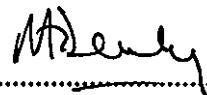
WRITTEN RESOLUTION
OF
BPT HOME REVERSIONS LIMITED
(Company number: (3450780)
Passed 15 May 1998



I, the undersigned, being the sole member for the time being of the above named Company entitled to attend and vote at general meetings thereof **HEREBY PASS** the following resolution as special resolution of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if they had been passed at an extraordinary general meeting of the Company duly convened and held:

1. **SPECIAL RESOLUTION**

That the name of the Company be changed to "BPT Bridgewater (Home Reversions) Limited".


.....
NIGEL DENBY, Director

duly authorised signatory for and on behalf of ^{The} Bradford Property Trust PLC