

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3466922

The Registrar of Companies for England and Wales hereby certifies that
METALCLEAR LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PARK HOUSE ESTATES LIMITED

Given at Companies House, Cardiff, the 20th April 1998



C03466922J

A L Turner
A L TURNER

For the Registrar of Companies



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

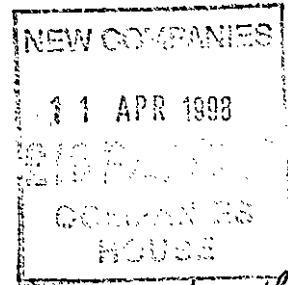
HC006B

Company No: 3466922

THE COMPANIES ACTS 1985 TO 1989

METALCLEAR LIMITED

WRITTEN RESOLUTION TO CHANGE NAME OF COMPANY



I, the undersigned, being the sole member of the above named private company ("the Company") hereby agree that the following resolution shall take effect as a written resolution of the Company in accordance with sections 381A and 381B of the Companies Act 1985:

That the name of the above Company be changed to:-
Park House Estates Limited

Dated 19.3. 1998

A handwritten signature in dark ink, appearing to be 'R H Bilton', written over a dotted line.

R H Bilton



METALCLEAR LIMITED

MINUTES of a Board Meeting held on 19.3 - 1998 at 5.00 pm.

Present: Robert Bilton

In attendance:

1. A quorum being present IT WAS RESOLVED that Robert Bilton be appointed Chairman of the meeting. Mr Bilton accordingly took the chair and declared the meeting open.
2. It was proposed that the Company intended to change its name to Park House Estates Limited.
3. It was proposed to the meeting that a written resolution of the Company to approve the change of name be produced to the sole member of the Company for signature

There was produced to the meeting a written resolution which set out the appropriate resolution and IT WAS RESOLVED that the written resolution be approved and that a copy be sent to the sole member of the Company for signature

4. The meeting was then adjourned to enable the written resolution to be signed by the sole member of the Company.

The meeting was then reconvened and it was reported that the written resolution referred to above had been duly signed by the sole member of the Company.

5. There being no further business the meeting was then terminated

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Chairman

