

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3532755

The Registrar of Companies for England and Wales hereby certifies that
BARLOWS (EASTBOURNE) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
WESTBURY (EASTBOURNE) LIMITED

Given at Companies House, Cardiff, the 21st May 2002



C03532755K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Private and Confidential

Company Number: 3532755



THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

BARLOWS (EASTBOURNE) LIMITED

Pursuant to Section 381A of the Companies Act 1985

made on ^{22nd} ~~18th~~ April, 2002

We, the undersigned being all the members who on the above date would be entitled to attend and vote at a General Meeting of the Company, hereby agree and resolve as follows:-

SPECIAL RESOLUTIONS

1. That, the name of the Company be and it is hereby changed to "Westbury (Eastbourne) Limited"
2. That the Articles of Association of the Company be amended by:-
 - (a) deleting Article 17 and replacing it with the following:-

"Unless and until the Company in general meeting shall otherwise determine, the number of directors shall not be subject to any maximum but shall not be less than one."
 - (b) deleting Article 18;
 - (c) deleting from Article 24(a) the words ",of whom one shall be an "A" Director and one shall be a "B" Director";
 - (d) deleting Article 26;
 - (e) deleting from Article 27 the words "upon which both the "A" Directors and the "B" Directors shall be represented; and

(f) deleting Article 31.

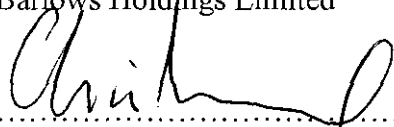
Name

Signature

Barlows Holding Limited

.....
Authorised signatory for and on behalf of
Barlows Holdings Limited

Grosvenor Hill Ventures Limited


.....
Authorised signatory for and on behalf of
Grosvenor Hill Ventures Limited