

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3536032

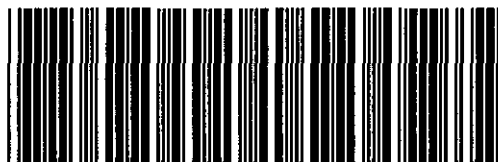
The Registrar of Companies for England and Wales hereby certifies that

CB HILLIER PARKER LIMITED

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

CB RICHARD ELLIS LIMITED

Given at Companies House, London, the 23rd July 2003



C03536032M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

201583

Company No: 3536032



SPECIAL RESOLUTION ON CHANGE OF NAME

THE COMPANIES ACTS 1985 and 1989

Company Limited by Shares

**WRITTEN RESOLUTION of
CB HILLIER PARKER LIMITED
(the "Company")**

The following written resolution was duly passed by the sole member of the Company on 23 July 2003:

SPECIAL RESOLUTION

That the name of the Company be changed to "CB Richard Ellis Limited".

A handwritten signature in black ink, appearing to read 'Alex Naftis'.

Signed by Alex Constantinos Naftis
Secretary of the Company

Dated ... 23 JULY 2003



Company No: 3536032

THE COMPANIES ACT 1985 and 1989

Company Limited by Shares

CB HILLIER PARKER LIMITED
(the "Company")

WRITTEN RESOLUTION of the sole member of the Company

We, CB Richard Ellis, Inc. being the sole member of the Company who at the date of this resolution is entitled to receive notice of, attend and vote at general meetings of the Company, HEREBY RESOLVE to pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the name of the Company be changed to "CB Richard Ellis Limited".



Signed by E. Reiter
For and on behalf of CB Richard Ellis, Inc.

Dated 23 JULY 2003