

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3580616

The Registrar of Companies for England and Wales hereby certifies that
TRUSHELFCO (NO.2375) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GROSVENOR BASINGSTOKE MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 28th July 1998



C03580616R


N. BUTLER

For the Registrar of Companies



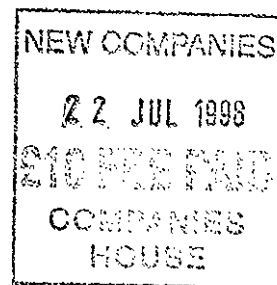
C O M P A N I E S H O U S E

HC006B

No: 3580616

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares



RESOLUTIONS

of

TRUSHELFCO (NO. 2375) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on 15 July, 1998 the following resolutions were passed, resolution 1 as a special resolution and resolution 2 as an ordinary resolution:

RESOLUTIONS

1. That the name of the Company be changed to Grosvenor Basingstoke Management Limited.
2. That, pursuant to section 80 of the Companies Act 1985, the directors be and they are hereby authorised generally and unconditionally to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal amount of one hundred pounds (£100) provided that this authority, unless renewed, shall expire on the date five years from the date on which this resolution is passed save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot the relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

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Chairman of the meeting

35 Basinghall Street
London
EC2V 5DB