

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3661337

The Registrar of Companies for England and Wales hereby certifies that
MICHCO 168 LIMITED

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

Given at Companies House, Cardiff, the 28th April 1999



C03661337R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



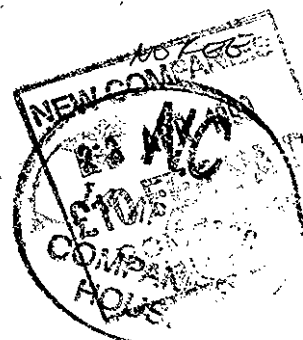
C O M P A N I E S H O U S E

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MICHCO 168 LIMITED

(No 3661337)



WRITTEN RESOLUTIONS

Of the shareholders of the above named Company pursuant to Section 381A Companies Act 1985 (as amended).

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be decreased to £100 by the cancellation of 900 Ordinary Shares of £1 each, none of which have been taken or agreed to be taken.
2. That the name of the Company be changed to "ECP Manco Limited".
3. That the Company's Memorandum of Association be and it is hereby amended by the addition of the following words in place of those contained in 3A:

'The Company's objects are:-

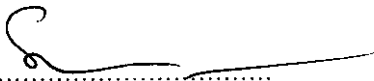
- (i) To control administer and manage the freehold or leasehold property or properties known as Evesham Country Park, Evesham, ('the Estate') and all or any other land, buildings and real property as a trustee, nominee or agent of any other person or on its own account, and to do and execute all acts deeds and documents necessary or desirable to control administer and manage the Estate; to purchase, take on lease, exchange, lease or otherwise deal in and to hold for the purpose of investment, development or resale and to traffic in any freehold, leasehold or other property for any estate or interest whatever and any options, rights, privileges or easements over or in respect of the same, and to purchase, exchange or otherwise deal in stocks, debentures, debenture stock, bonds, obligations, or securities of any government, state or authority or of any public or private company, corporate or unincorporated, to make advances upon the security of land or house or other property or any interest therein. To carry on all or any of the businesses of building and civil engineering contractors, land, estate and property developers, repairers and jobbers, estate agents, surveyors, valuers and auctioneers, builders' merchants, plant hire, specialists, painters, decorators, plumbers, farmers, stock and poultry breeders, produce merchants, grocers, confectioners, tobacconists and newsagents, haulage and transport contractors, electricians and general engineers. To carry on all or any of the businesses of hire purchase, financiers and hire purchase consultants, financiers for the promotion of the sale or cash or on credit or on the instalment plan or hire purchase agreement or easy payment system or otherwise, of goods, wares, produce, products and merchandise of every description and to lend and advance money to or negotiate loans on behalf of and to provide credit facilities for such persons, firms or companies and on such terms as may seem expedient to operate for cash or credit

Manco 11011




discount stores, to give guarantees or become security for the payment of money or the performance of an obligation or undertakings.

- (ii) any other trade or business which may seem to the company and its directors to be advantageous and to directly enhance all or any of the business of the Company.'



Stephen Morse



Richard Cardrick

Dated 12 April 1999

d:rac/mich-res.doc
9 April 1999
rac/kg/