

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3855591

The Registrar of Companies for England and Wales hereby certifies that  
GRACECHURCH STREET PROPERTIES LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
LIVERPOOL PROPERTY INVESTMENTS LIMITED

Given at Companies House, Cardiff, the 26th March 2001



\*C03855591P\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

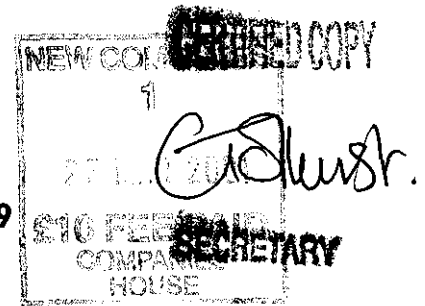


*Companies House*  
— for the record —

HC006B

037345

Company Number: 3855591



**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS OF**

**GRACECHURCH STREET PROPERTIES LIMITED**

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Pursuant to Section 381A of the Companies Act 1985 (as amended by the Companies Act 1989) (the "Act"), we, the undersigned, being the sole member of the Company having the right to vote at general meetings or authorised agents of such members signify our assent to the passing of the resolutions set out below to the effect that such resolutions shall be deemed to be as effective as if they had been passed at a general meeting of the Company duly convened and held.

I. SPECIAL RESOLUTION

That the name of the Company be changed to Liverpool Property Investments Limited.

A. D. Lush

On behalf of Grosvenor Limited

Dated... 21/3/01 .....

