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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3855591

The Registrar of Companies for England and Wales hereby certifies that
TRUSHELFCO (NO.2545) LIMITED

having by special resolution changed its name, is now incorporated

under the name of

GRACECHURCH STREET PROPERTIES LIMITED

Given at Companies House, Cardiff, the 4th November 1999



C038555913



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

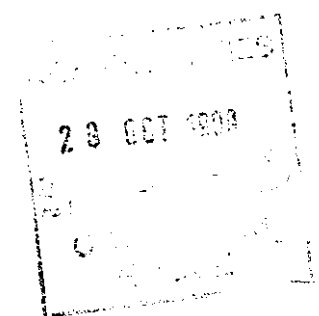


C O M P A N I E S H O U S E

HC006B

4655

No. 3855591



TRUSHELFCO (NO.2545) LIMITED

Written resolutions of the Members passed on the 28th day of October 1999 pursuant to Regulation 53 of Table A scheduled to The Companies (Table A to N) Regulations 1985.

1) IT WAS RESOLVED that the name of the Company be changed to GRACECHURCH STREET PROPERTIES LIMITED

2) IT WAS RESOLVED that, pursuant to section 80 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 ninety-eight pounds (£98) 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.

(for and on behalf of

TREXCO LIMITED)

(for and on behalf of

TRUCIDATOR NOMINEES LIMITED)

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB

LVJ

