

FILE COPY



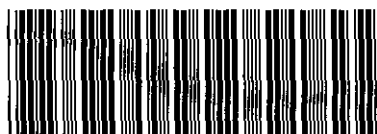
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3904306

The Registrar of Companies for England and Wales hereby certifies that
OVERGATE FEEDER GP LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LEND LEASE URBAN REGENERATION LIMITED

Given at Companies House, Cardiff, the 17th April 2002



C03904306G



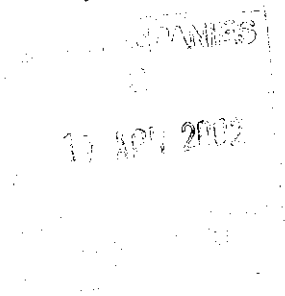
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES




Companies House
— for the record —

Company Number: 3904306

702094



Certified to be a true copy


Chairman of the Meeting

The Companies Act 1985 and 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

OVERGATE FEEDER GP LIMITED

(Passed on 15th April 2002)

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held on 15th April 2002 the following Resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to:-

LEND LEASE URBAN REGENERATION LIMITED

