

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3920523

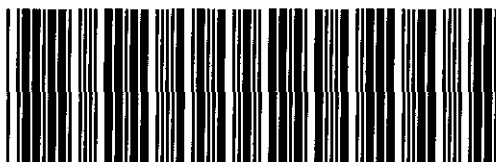
The Registrar of Companies for England and Wales hereby certifies that

CENTER PARCS LONGLEAT LIMITED

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

CARP (L) LIMITED

Given at Companies House, London, the 4th November 2002



C039205233



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

S/Dian
NIC
157112

Company number:3920523



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTION
OF
CENTER PARCS LONGLEAT LIMITED (the "Company")**

DATED 3rd November, 2002

We the undersigned, being the holders of all the issued share capital of the Company, pass the following resolutions by way of a written resolution pursuant to regulation 53 of Table A of the Companies (Tables A - F) Regulations 1985, incorporated into the Company's articles of association:

THAT:

The name of the company to be changed to "Carp (L) Limited"

For and on behalf of Carp (UK) 3 Limited

