

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3940766

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

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

Given at Companies House, Cardiff, the 20th October 2000



C03940766J



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

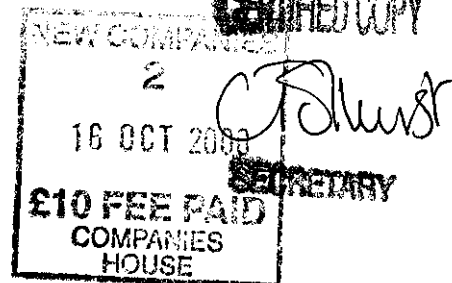
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Company Number: 3940766

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES
HAVING A SHARE CAPITAL

WRITTEN RESOLUTIONS OF
BATIA PROPERTIES LIMITED



Pursuant to Section 381A of the Companies Act 1985 (as amended by the Companies Act 1989), 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 elective 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.

SPECIAL RESOLUTION

That the Company's name be changed to Moorgate B Limited.

ELECTIVE RESOLUTIONS

1. That, pursuant to Section 252 of the Companies Act 1985 (as amended by the Companies Act 1989), the directors in respect of this and subsequent financial years shall not, and they shall not be required, to lay before the Company in general meeting copies of the Company's annual accounts, the directors' report and the auditors' report on those accounts.
2. That, pursuant to Section 366A of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not in subsequent years hold annual general meetings.
3. That, pursuant to Section 386 of the Companies Act 1985 (as amended by the Companies Act 1989), the Company shall not appoint its auditors annually.


for and on behalf of
Dalong Properties Limited

Dated 25/09/00

