

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3949032

The Registrar of Companies for England and Wales hereby certifies that

TRAVELUPPER LIMITED

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

THE BLACKSTONE GROUP (UK) LIMITED

Given at Companies House, London, the 11th April 2000



N. Richards.
MR. N. RICHARDS

C03949032A

For The Registrar Of Companies



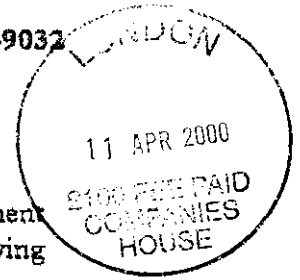
C O M P A N I E S H O U S E

COMPANIES ACT 1985

TRAVELUPPER LIMITED

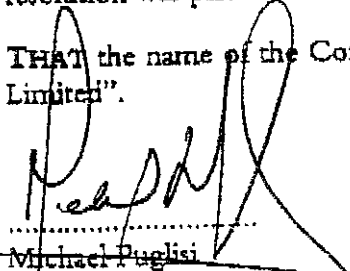
COMPANY LIMITED BY SHARES

COMPANY No. 3949032



By a written resolution dated 10 April 2000 of Blackstone Management Partners III L.L.C., being the sole member of the Company, the following resolution was passed.

THAT the name of the Company be changed to "The Blackstone Group (UK) Limited".


Michael Puglisi
Company secretary

Presented by:
Freshfields
65 Fleet Street
London EC4Y 1HS
(Reference: MYW/AW/DE)

LW003695.818/2-

WIL ECOO
S/PA7
CH account.