

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3997848

The Registrar of Companies for England and Wales hereby certifies that

PEPPERCLOSE LIMITED

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

WATES CITY MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 19th September 2000



C03997848I

A handwritten signature in black ink, reading "N Goodfellow".

For The Registrar Of Companies



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

004238
NSW
Company No. 3997848

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

PEPPERCLOSE LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to WATES CITY MANAGEMENT LIMITED.

SIGNATURE: *[Signature]*

for and on behalf of Clifford Chance Nominees Limited

DATE: 18 September 2000

