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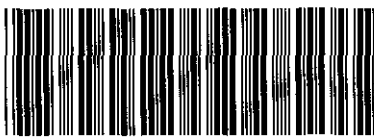
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4031334

The Registrar of Companies for England and Wales hereby certifies that
INTERCEDE 1601 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
WARD HOMES GROUP LIMITED

Given at Companies House, Cardiff, the 3rd August 2000



C040313342



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

d Number: 4031334

THE COMPANIES ACT

INTERCEDE 1601 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass a Special Resolution which has effect as if agreed by the Company in general meeting:-

SPECIAL RESOLUTION

That the name of the Company be changed to:

WARD HOMES GROUP LIMITED

Sole Member:

W Warner
.....
as authorised representative for
Mitre House Nominees Limited

Date: 21st JULY 2000

