

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4172043

The Registrar of Companies for England and Wales hereby certifies that
INGLEBY (1415) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ALFRED MCALPINE HORTONS DEVELOPMENTS (NORTON) LIMITED

Given at Companies House, Cardiff, the 22nd May 2001



C04172043L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Company Number: 4172043



THE COMPANIES ACTS 1985 and 1989

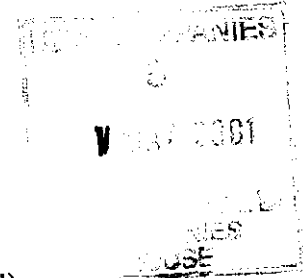
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WRITTEN RESOLUTIONS

OF

INGLEBY (1415) LIMITED ("the Company")



We, being the sole member entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolutions shall take effect, as Special Resolutions pursuant to and in accordance with Section 381A of the Companies Act 1985:

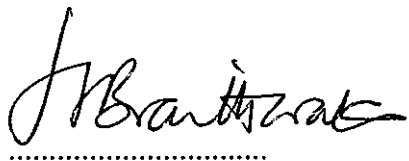
SPECIAL RESOLUTIONS

- (1) THAT the 1,000 ordinary shares of £1 each in the capital of the Company both issued and unissued be redesignated as and converted into 500 "A" Ordinary Shares of £1 each and 500 "B" Ordinary Shares of £1 each, such that the 1 Ordinary Share beneficially held by Hortons' Estate Limited be redesignated as an "A" Ordinary Share and the 1 Ordinary Share beneficially held by AM Special Projects Developments Limited be redesignated as a "B" Ordinary Share and in each case having the rights and restrictions as contained in the New Articles of Association of the Company which are to be adopted at Resolution (2).
- (2) THAT the regulations contained in the document initialled by the undersigned be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.
- (3) THAT the Memorandum of Association of the Company be amended by the adoption of the following new object clause in substitution for the existing clause 3(A)(1):

"To carry on business as property dealers, developers and managers, preparers for sale or letting of property and dealers in contractors, builders, decorators and construction professionals for construction work of any kind and dealers in building materials, vehicles and equipment used in the construction industry."

- (4) THAT the name of the Company be changed from **"Ingleby (1415) Limited"** to **"Alfred McAlpine Hortons' Developments (Norton) Limited"**.

Dated 14 May.....2001


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Duly authorised signatory for and on behalf of
Ingleby Holdings Limited