

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4233654

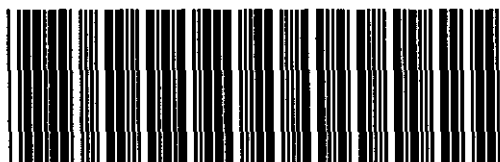
The Registrar of Companies for England and Wales hereby certifies that

GROSVENOR SIX LIMITED

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

GROSVENOR CONTINENTAL EUROPE HOLDINGS LIMITED

Given at Companies House, Cardiff, the 17th October 2001



C04233654G

R. Lee
Miss C. REALES

For The Registrar Of Companies



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

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CERTIFIED COPY



SECRETARY

Grosvenor Six Limited

Company No:
4233654

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolution

"That the name of the Company be changed to Grosvenor Continental Europe Holdings Limited."

Passed on: 12 October 2001

The Members:

£1.00 Ordinary shareholders:

Grosvenor Limited

