

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4244798

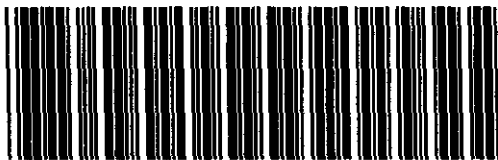
The Registrar of Companies for England and Wales hereby certifies that

SAILBASE LIMITED

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

W.P. CAREY & CO. LIMITED

Given at Companies House, London, the 8th August 2001



*Shah*

\*C042447987\*

For The Registrar Of Companies



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Company Number: 4244798



SPECIAL RESOLUTION

OF

SAILBASE LIMITED

INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

It is resolved:

That the name of the Company be changed to W.P. CAREY & CO. LIMITED

Date: 19<sup>th</sup> July 2001

.....  
(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

Jordans Limited  
20-22 Bedford Row  
London WC1R 4JS  
Ref: 3D0758



LD1  
COMPANIES HOUSE

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08/08/01