

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4246719

The Registrar of Companies for England and Wales hereby certifies that

CENTER PARCS (UK) HOLDINGS LIMITED

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

CARP (H) LIMITED

Given at Companies House, London, the 4th November 2002



C042467193



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

SLD 1000
NIC
157112

Company number: 4246719



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
CENTER PARCS (UK) HOLDINGS LIMITED (the "Company")

DATED 3rd November, 2002

We the undersigned, being the holders of all the issued share capital of the Company, pass the following resolutions by way of a written resolution pursuant to article 70 of the Company's articles of association:

THAT:

The name of the Company be changed to "Carp (H) Limited".

For and on behalf of Carp (Jersey) 2 Limited

