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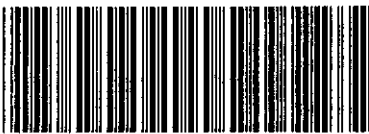
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4265097

The Registrar of Companies for England and Wales hereby certifies that
SACKVILLE PROPERTY INVESTMENTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
HILSTONE PROPERTY INVESTMENTS LIMITED

Given at Companies House, Cardiff, the 26th August 2004



C04265097P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



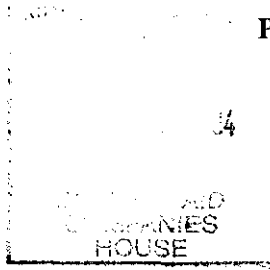
Companies House
— for the record —

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DEL

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES



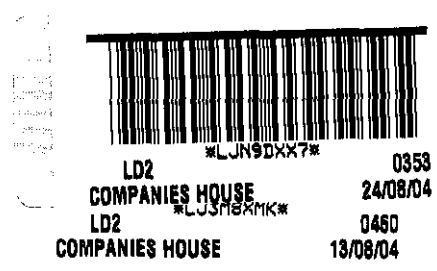
WRITTEN RESOLUTION

of

SACKVILLE PROPERTY INVESTMENTS LIMITED (the "Company")

(Registered in England and Wales under company number 04265097)

Dated 6 August 2004



We, the undersigned, being the sole member of the Company entitled to attend and vote at a general meeting of the Company, pass the following two resolutions as a written resolution to have effect as if passed as special resolutions at a general meeting of the Company pursuant to Regulation 53 Table A to the Companies Act 1985 (as amended) and hereby consent to the matters referred to therein:

Special Resolutions

THAT:

1 the Articles of Association of the Company be and are hereby amended by inserting after Article 4.8.2 the following new Article 4A:-

"4A Notwithstanding anything contained in these Articles, the Directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer:

- (a) is to any bank or institution to which such shares have been charged by way of security, or to any nominee of such a bank or institution (a "**Secured Institution**"); or
- (b) is delivered to the Company for registration by a Secured Institution or its nominee in order to perfect its security over the shares; or
- (c) is executed by a Secured Institution or its nominee pursuant to the power of sale or other power under such security; and
- (d) furthermore notwithstanding anything contained in these Articles no transferor of such shares to a Secured Institution or its nominee and no Secured Institution or its nominee shall be required to offer the shares which are to be the subject of any transfer aforesaid to the shareholders for the time being of the Company or any of them, and no such shareholder shall have any right under the Articles

Handwritten signature

or otherwise howsoever to require such shares to be transferred to them whether for consideration or not.

- (e) The Company shall have no lien on any shares which have been charged by way of security to a Secured Institute (as defined in Article 4A(a) above) and the provisions of Article 3 of the Articles and Regulations 8 of Table A relating to liens over shares shall not apply in respect of any such shares.

2 The name of the Company be changed to Hilstone Property Investments Limited.

Handwritten signature
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Duly authorised for Sackville Properties Limited