

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4283572

The Registrar of Companies for England and Wales hereby certifies that
VECTORSITE LIMITED

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

MACQUARIE AIRPORTS (UK) NO.2 LIMITED

Given at Companies House, London, the 23rd November 2001



C04283572M

A handwritten signature in black ink, reading 'Sandra Dujardin'.

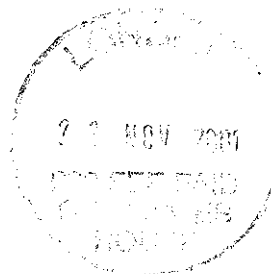
SANDRA DUJARDIN

For The Registrar Of Companies



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

S/D LAM
NIC.
NW 123114



CERTIFIED TO BE A TRUE
COPY OF THE ORIGINAL
Baker & McKenzie
BAKER & MCKENZIE
SOLICITORS
100 NEW BRIDGE STREET
LONDON
EC4V 6JA
23/11/01

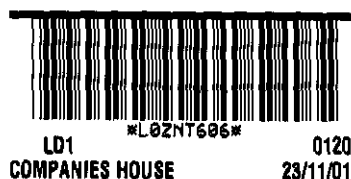
Company Number: 4283572

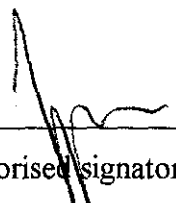
WRITTEN RESOLUTION of
VECTORSITE LIMITED ("the Company")

Pursuant to the provisions of Section 381A of the Companies Act 1985, the following is a Resolution in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as a Special Resolution at a General Meeting of the Company duly convened and held.

IT IS RESOLVED that the name of the Company be changed to:

Macquarie Airports (UK) No. 2 Limited




duly authorised signatory for and on behalf of
Abogado Nominees Limited

Dated: 23/11/01