

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4428824

The Registrar of Companies for England and Wales hereby certifies that

PINCO 1763 LIMITED

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

DTZ PENSION TRUSTEE LIMITED

Given at Companies House, London, the 21st May 2002

TONY BHAMBHRA



C04428824K

A handwritten signature in black ink, likely belonging to Tony Bhambhra.

For The Registrar Of Companies



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

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

- of -

THE SOLE MEMBER

- of -

PINCO 1763 LIMITED

(to be renamed DTZ PENSION TRUSTEE LIMITED)

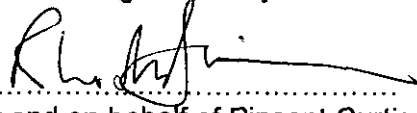


(Dated 21 May 2002)

The following resolutions were signed by the holder of the sole issued share in the above-named Company pursuant to regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 which is incorporated in the Articles of Association of the Company. If they had not been so agreed, each resolution would not have been effective for its purpose unless it had been passed as a special resolution (resolutions 1 to 3) or an elective resolution (resolutions 4 to 6) at a general meeting of the Company:-

RESOLUTIONS

1. **THAT** the name of the Company is changed to "DTZ Pension Trustee Limited";
2. **THAT** clause 3 of the Company's Memorandum of Association is deleted, and in its place is substituted the new clause 3 set out in the amended Memorandum of Association annexed to these resolutions;
3. **THAT** the new Articles of Association annexed to these resolutions is adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association of the Company;
4. **THAT** in accordance with Sections 252 and 379A of the Companies Act 1985 ("the Companies Act"), the Company elects to dispense with the laying of accounts and reports before the Company in general meeting in respect of the present financial year and each subsequent financial year while this resolution remains in force;
5. **THAT** in accordance with Sections 366A and 379A of the Companies Act, the Company elects to dispense with the holding of annual general meetings for 2003 and each subsequent year while this resolution remains in force; and
6. **THAT** in accordance with Sections 379A and 386 of the Companies Act, the Company elects to dispense with the obligation to appoint auditors annually and elects that the Company's auditors shall be deemed to be re-appointed for each succeeding financial year.


 for and on behalf of Pinsent Curtis
 Biddle Company Services Limited
 (Company Secretary)