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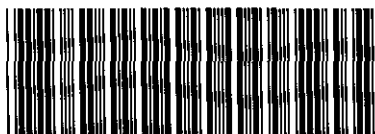
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4465687

The Registrar of Companies for England and Wales hereby certifies that
RIALTO HOMES HOLDINGS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
RIALTO NO.9 LIMITED

Given at Companies House, Cardiff, the 18th May 2003



C04465687H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company Number: 4465687

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

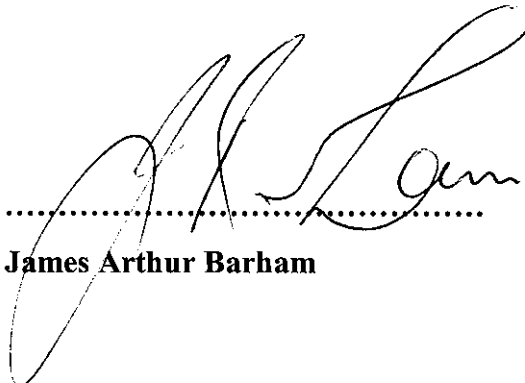
**WRITTEN RESOLUTION
OF
RIALTO HOMES HOLDINGS LIMITED**

Passed 14 May 2003

Pursuant to Section 381A of the Companies Act 1985 (as amended), I, the undersigned, being the sole member entitled to attend and vote at any general meeting of the Company in respect of resolution set out below, HEREBY RESOLVE that the following resolution be passed as a special resolution of the Company:-

SPECIAL RESOLUTION

THAT subject to and with effect from the date on which the registrar of companies issues an altered certificate of incorporation the name of the Company be changed to "Rialto No.9 Limited".


.....
James Arthur Barham

