

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4580118

The Registrar of Companies for England and Wales hereby certifies that
UK COMMERCIAL PROPERTY NO. 1 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MATRIX UK COMMERCIAL PROPERTY NO. 1 LIMITED

Given at Companies House, Cardiff, the 18th December 2002



C04580118H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



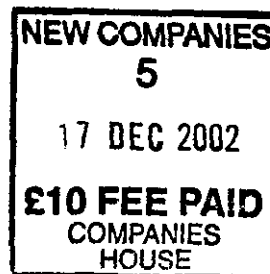
Companies House
— for the record —

18-12 142967/10.
(2)

Company no: 4580118

The Companies Act 1985
A company limited by shares
Written Resolutions
of

UK Commercial Property No. 1 Limited ("the Company")



Pursuant to section 381A of the Companies Act 1985 ("the Act")
passed on [6] November 2002

I the undersigned, being the sole member of the Company who at the date hereof would be entitled to attend and vote at a general meeting of the Company, HEREBY RESOLVE AS FOLLOWS:

TO dispense, pursuant section 379(2)(a) of the Act, with the notice period for an elective resolution;

THAT, pursuant to section 366A of the Act, the Company hereby elects to dispense with the holding of annual general meetings for the current year and all subsequent years.

THAT the Company's name be changed to MATRIX UK COMMERCIAL PROPERTY NO. 1 LIMITED.

Name of Member

Signature of Member

Robert John Hugo Randall

[Signature]

Dated 6 November 2002

I, [Hanny Turiz], being the company secretary of the Company hereby confirm that the Company has no auditors.

[Signature]
Company Secretary

