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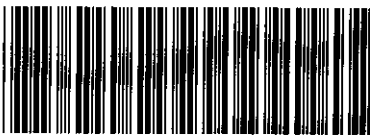
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5018216

The Registrar of Companies for England and Wales hereby certifies that
CROSSCO (762) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GRAINGER REAL ESTATE LIMITED

Given at Companies House, Cardiff, the 21st January 2004



C05018216K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



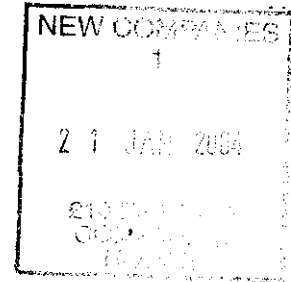
Companies House
— for the record —

COMPANY NUMBER: 5018216

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CROSSCO (762) LIMITED
passed on 19 January 2004

WE CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL
DOCUMENT.

Dickenson Dees
DICKENSON DEES
SOLICITORS 340665



Pursuant to section 381A of and schedule 15A to the Companies Act 1985 (as amended), we the undersigned, being the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolutions as written resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

WRITTEN RESOLUTIONS

1. That the name of the Company be changed to "Grainger Real Estate Limited".
2. That the regulations contained in the printed document attached to this resolution be and the same are hereby approved and adopted as the articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.

A.J. Bell

For and on behalf of
Prima Director Limited

19-01 - 2004

