

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5223731

The Registrar of Companies for England and Wales hereby certifies that

INTERCEDE 1971 LIMITED

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

BEACH MEZZANINE LIMITED

Given at Companies House, London, the 27th October 2004



C05223731Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

061238

Registered Number: 5223731



THE COMPANIES ACT

INTERCEDE 1971 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

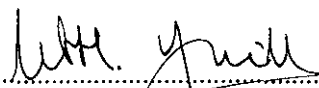
SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass a Special Resolution, which has effect as if agreed by the Company in general meeting:

SPECIAL RESOLUTION

That the name of the Company be changed to "Beach Mezzanine Limited"

Sole Member:


.....
as authorised representative for
Mitre House Nominees Limited

Date: 27/10/04

