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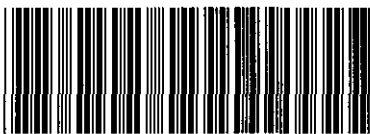
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5348582

The Registrar of Companies for England and Wales hereby certifies that
CROSSCO (851) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GRAINGER EQUITY RELEASE MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 8th March 2005



C053485827



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

COMPANY NUMBER: 5348582

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CROSSCO (851) LIMITED

373994
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passed on 3 March 2005

Pursuant to section 381A of and schedule 15A to the Companies Act 1985 (as amended), we the undersigned, being the sole member of the Company for the time being 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 Equity Release Management 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. D. Bell

for and on behalf of
Prima Director Limited

3 March

2005

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

Aickson Dees
AICKSON DEES
SOLICITORS



A31
COMPANIES HOUSE

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05/03/05