

FILE COPY



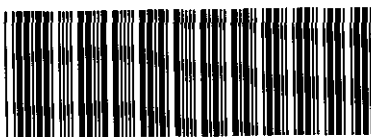
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6054477

The Registrar of Companies for England and Wales hereby certifies that
FOXTONS GROUP HOLDINGS LIMITED

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

Given at Companies House, Cardiff, the 8th February 2007



C060544777



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

157 288/10

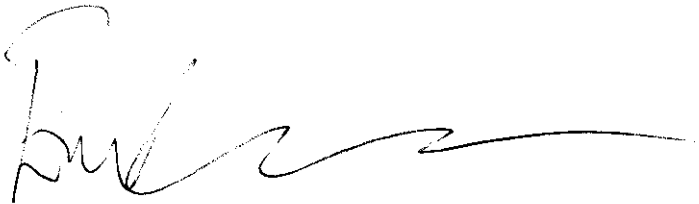
No. 6054477

**FOXTONS GROUP HOLDINGS LIMITED (THE "COMPANY")
MEMBER'S WRITTEN RESOLUTION**

I, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which I was present, hereby agree pursuant to regulation 53 of Table A (adopted by article 1.1 of the Company's articles of association) to the passing of the resolution set out below (which resolution would otherwise be required to be passed as a special resolution) by way of written resolution.

THAT the Company name be changed to -

"Foxtons Group Limited"



29/1/07

