



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 160044

The Registrar of Companies for Scotland hereby certifies that

COMLAW NO. 396 LIMITED

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

PHL Hotels Limited

Given at Companies House, Edinburgh, the 14th February 1996



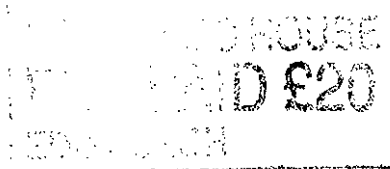
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Registrar Of Companies



C O M P A N I E S H O U S E



Company No. 160044

COMLAW NO. 396 LIMITED


("the Company")

Written record of a decision of the sole member of the Company taken pursuant to Section 382B(1) of the Companies Act 1985 passing the following resolution as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "PHL Hotels Limited";

Dated 30 January 1996


.....
One of the Joint Administrative
Receivers of Periquito Hotels Limited
(In Administrative Receivership), the
sole member

