



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 192726

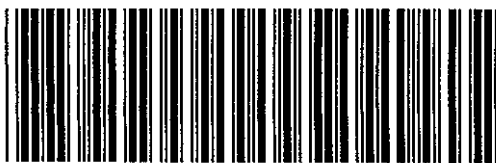
The Registrar of Companies for Scotland hereby certifies that

DUNWILCO (701) LIMITED

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

STEWART MILNE (WEST) LIMITED

Given at Companies House, Edinburgh, the 22nd April 1999



CSC192726L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

DUNWILCO (701) LIMITED
(Registered No. SC192726)

WRITTEN RESOLUTION
OF
DUNWILCO (701) LIMITED ("the Company")

On 13th February 1999 the following resolutions were passed as resolutions of the Company pursuant to Section 381(A) of the Companies Act 1985:-

RESOLUTION
"ORDINARY RESOLUTION



THAT:-

- (a) the existing 999 unissued Ordinary Shares of £1 each in the capital of the Company be and they are hereby re-designated and re-classified into 499 A Ordinary Shares of £1 each and 500 B Ordinary Shares of £1 each and the one issued Ordinary Share of £1 be and is hereby redesignated and reclassified into one A Ordinary Share of £1 each having the rights and privileges specified in the Articles of Association of the Company proposed to be adopted pursuant to paragraph (C) of the Special Resolution set out herein;
- (b) the authorised share capital of the Company be increased to £6,800,000 by the creation of an additional 5,799,500 A Ordinary Shares of £1 each and the creation of an additional 999,500 B Ordinary Shares of £1 each;
- (c) pursuant to Section 80 of the Companies Act 1985 (a) the Directors be generally and unconditionally authorised to allot relevant securities (as defined in the said Section 80) up to a maximum nominal amount of £6,800,000 such authority to expire on the fifth anniversary of the date of the passing of this Resolution and (b) the Company be allowed to make an offer or agreement which would or might require relevant securities (defined as aforesaid) to be allotted after the foregoing authority has expired; and
- (d) pursuant to Section 95 of the Companies Act 1985 the Directors be authorised to allot equity securities (within the meaning of Section 94 of that Act) pursuant to the

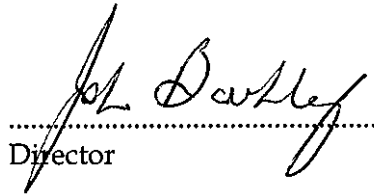
authority conferred by the previous resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment;

SPECIAL RESOLUTION



THAT:-

- (a) the name of the Company be changed to "Stewart Milne (West) Limited"; and
- (b) the existing Articles of Association of the Company be cancelled and the Articles of Association as set out in the draft attached to this Resolution and for the purpose of identification signed by a Director of the Company be adopted as the Articles of Association of the Company.


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Director

Date 13th February 1999