

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 222340

The Registrar of Companies for Scotland hereby certifies that

TEESLOCH PROPERTIES LIMITED



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

TEESLOCH LIMITED

Given at Companies House, Edinburgh, the 23rd November 2001



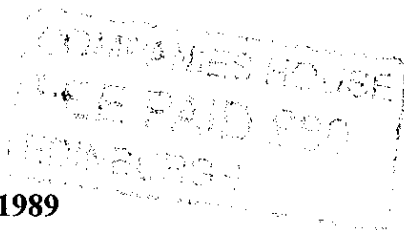
CSC222340M


Registrar Of Companies




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

Company Number: SC222340



THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

TEESLOCH PROPERTIES LIMITED

WRITTEN RESOLUTION

Pursuant to the provisions of Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) the following resolution was passed on 19 OCTOBER 2001 by all the members of Teesloch Properties Limited (the "Company") who, as at the date of the passing of the resolution, would have been entitled to receive notice of and attend and vote at a general meeting of the Company at which the resolution was proposed, such resolution to have effect as if it was passed as a special resolution at a general meeting of the Company duly convened and held:

"THAT the name of the Company be changed to "Teesloch Limited"."

Director

