

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4514120

The Registrar of Companies for England and Wales hereby certifies that
THE ST. CUTHBERT'S TRUST

having by special resolution changed its name, is now incorporated
under the name of
THE ST CUTHBERT'S TRUST PORTSMOUTH

Given at Companies House, Cardiff, the 19th February 2004



C04514120I

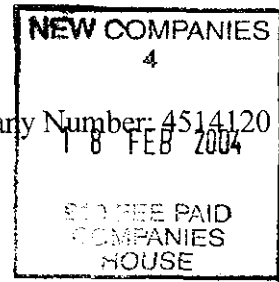


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

832574/10
19/2



Company Number: 4514120

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

THE ST CUTHBERT'S TRUST (the "Company")



Pursuant to section 381(A) of the Companies Act 1985 (the "Act")

Passed on

6/2/04.

2004

We, the undersigned, being all the members entitled to attend and vote at a General Meeting of the Company to adopt the resolutions set out below, hereby resolve in the terms set out below, such resolutions numbered 1, 2 and 3 to take effect as Special Resolutions.

SPECIAL RESOLUTIONS

1. THAT the name of the Company be changed to The St Cuthbert's Trust Portsmouth.
2. THAT the Memorandum of Association of Company be amended by deleting clause 3 thereof in its entirety and substituting the following new clause 3:

"3. OBJECTS

The Company is established for the public benefit and for the following objects which are exclusively charitable under the laws of England:

The objects of the Company are to promote any charitable purpose for the benefit of the inhabitants of Copnor in the City of Portsmouth and its environs, to relieve poverty sickness and distress; advance education; preserve and protect good health and provide or assist in the provision of facilities for recreation or leisure time occupation with the object of improving the conditions of life of said persons and in

particular but not exclusively to establish, maintain and manage a community resource centre."

3. THAT the Articles of Association of the Company be amended as follows:

3.1 by the deletion of the words "Alternate Trustees" after Article 32; and

3.2 by the deletion of Articles numbered 33 to 37 inclusive and the renumbering of all subsequent Articles.

.....*David M. Power*.....

The Rev. David Michael Power

Dated:*6/2/04*.....

.....*Barry Day*.....

Mr Barry Day

Dated:*5-2-04*.....

.....*BA Walters*.....

Mrs Beulah Walters

Dated:*05-02-04*.....