

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4259182

The Registrar of Companies for England and Wales hereby certifies that

CARP (UK) 5

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

CENTER PARCS NW

Given at Companies House, London, the 19th September 2001



C04259182I

A handwritten signature in black ink, appearing to read "Dunlop".

For The Registrar Of Companies



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

Slippy E80
NIC
NW 138148

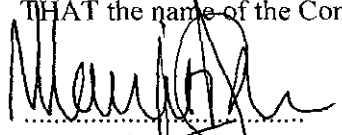


Company number
4259182

THE COMPANIES ACT 1985
AN UNLIMITED COMPANY HAVING A SHARE CAPITAL
WRITTEN RESOLUTION
OF
CARP (UK) 5 (the "Company")

By a written resolution dated 19th September, 2001, the holders of all the issued share capital of the Company agreed to the following resolution being passed:

THAT the name of the Company be changed to "Center Parc NW".


.....
Director/Secretary

