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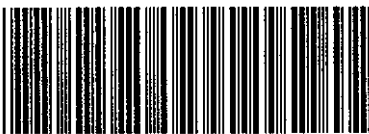
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1321490

The Registrar of Companies for England and Wales hereby certifies that
DELBOUNTY LIMITED

having by special resolution changed its name, is now incorporated
under the name of
LONDON & SURREY PROPERTY HOLDINGS LIMITED

Given at Companies House, Cardiff, the 21st May 1999



C01321490K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

012095

Number of Company } 1321490

The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

Delbounty Limited



Passed 11 May, 1999

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at Parkway House, Sheen Lane, East Sheen, London, SW14, 8LS.

on the 11th day of May, 1999, the subjoined SPECIAL RESOLUTION was duly passed, viz.:-

RESOLUTION

That the name of the company be changed to "London & Surrey Property Holdings Limited".



Signature S. A. Khan Secretary

To be signed by the Chairman, a Director, or the Secretary of the Company.

NOTE.--To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]

NOTE.—The Registrar of Companies is prepared to accept copy resolutions or agreements if produced to a standard which is legible and can be reproduced to an adequate standard for presentation to the public in microfiche or photocopied format.