

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4467230

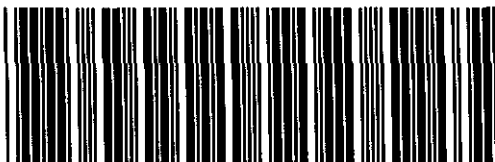
The Registrar of Companies for England and Wales hereby certifies that

VELVETBRIDGE LIMITED

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

SUN CP PROPERTIES LIMITED

Given at Companies House, London, the 28th October 2002



C04467230R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

2M ACC

Company No. 4467230



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

of

VELVETBRIDGE LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to **SUN CP PROPERTIES LIMITED**.

SIGNATURE:

for and on behalf of Clifford Chance Nominees Limited

DATE:

28/10/02



LD1 *LJPLBFFG* 0147
COMPANIES HOUSE 28/10/02