

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4246719

The Registrar of Companies for England and Wales hereby certifies that

CARP (UK) 2A LIMITED

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

CENTER PARCS (UK) HOLDINGS LIMITED

Given at Companies House, London, the 10th October 2001



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C042467199

For The Registrar Of Companies



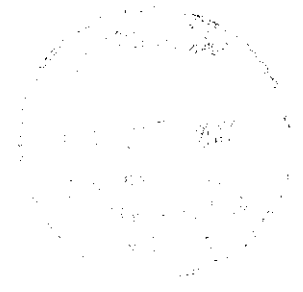
C O M P A N I E S H O U S E

S/DAY £80

N/C

NW 139277

Company number
4246719



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
CARP (UK) 2A LIMITED (the "Company")

We, being the member of the Company entitled to receive notice of and to vote at general meetings of the Company hereby resolve in accordance with section 381A of the Companies Act 1985 that the following resolution be and is hereby passed as a special resolution of the Company.

THAT the name of the Company be changed to "**Center Parcs (UK) Holdings Limited**".

For and on behalf of
Carp (UK) 2 Limited

8/10/01



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