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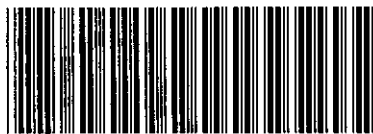
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4904477

The Registrar of Companies for England and Wales hereby certifies that
HALLCO 938 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
OVER TABLEY DEVELOPMENTS LIMITED

Given at Companies House, Cardiff, the 19th December 2003



C04904477I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



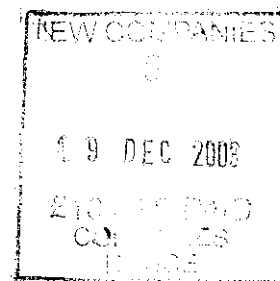
Companies House

— for the record —

HC006B

Company No: 4904477

COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
HALLCO 938 LIMITED
(the "Company")
(Passed on 9th December 2003)



We, the undersigned, being the members of the Company who at the date of this resolution are entitled to received notice of and to attend and vote at a general meeting of the Company convened for the purpose of considering and passing the resolution set out below pass the following resolution which shall, pursuant to section 381A Companies Act 1985 (as amended) be as valid and effective for all purposes as if the same had been duly passed at a general meeting of the Company duly convened and held.

SPECIAL RESOLUTION

That the name of the Company be changed to "Over Tabley Developments Limited".

Dated:

9 December 2003

HL Directors Limited

HL Secretaries Limited

