

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3349202

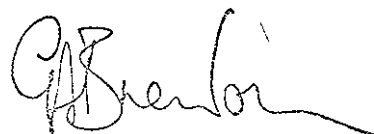
The Registrar of Companies for England and Wales hereby certifies that
GRAMRACK LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CRAWLEY DOWN GARAGE LIMITED

Given at Companies House, Cardiff, the 13th June 1997



C03349202C


G A BRENTON

For the Registrar of Companies



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

HC006B

Company No. 3349202

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

GRAMRACK LIMITED

Passed on 22 May 1997

At an Extraordinary General Meeting of Gramrack Limited duly convened and held on 22 May 1997 the following Resolutions were duly passed as Special Resolutions of the Company:

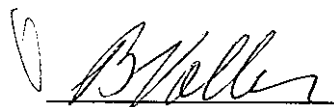
SPECIAL RESOLUTION (1)

"THAT, subject to obtaining consent of the Department of Trade, the name of the Company be changed to Crawley Down Garage Limited."

SPECIAL RESOLUTION (2)

"THAT the Company make itself exempt from the obligation to appoint auditors as otherwise required by Section 384, Companies Act 1985, in that it is a dormant company and meets all requirements of Section 250 of the aforesaid Act (as amended) in this respect".




Chairman