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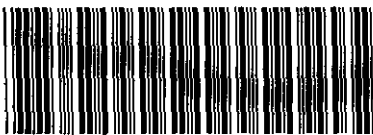
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2406842

The Registrar of Companies for England and Wales hereby certifies that
GRASSLANDS LANDSCAPE CONTRACTORS LIMITED

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

Given at Companies House, Cardiff, the 19th September 2001



C02406842I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

101874

GRASSLANDS LANDSCAPE CONTRACTORS LIMITED

Company No:
2406842


Passed:
14 September 2001

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at HAWTHORNE HOUSE, THE TURF FARM, FREE GREEN LANE, LOWER PEOVER, CHESHIRE, WA16 9PT on Friday 14 September 2001 at NOON the following Resolution was duly passed as a Special Resolution.

Special Resolution

"That the name of the Company be changed to GRASSLANDS INVESTMENTS LIMITED."


.....
Chairman

17/9/01.
.....
Date



A17 *A7YNQ473* 0265
COMPANIES HOUSE 19/09/01