

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 334189

I hereby certify that

CLECO ELECTRIC INDUSTRIES LIMITED

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

CLECO LTD

Given under my hand at the Companies Registration Office,
Cardiff the 11 APRIL 1988

M. M. Moss
MRS. M. MOSS

an authorised officer

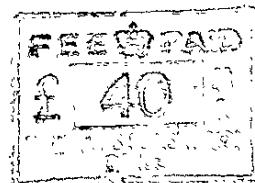
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leading margin

Please complete legibly,
preferably in black type,
or bold block lettering.

THE COMPANIES ACTS 1948 TO 1985

[Extraordinary] [Special] Resolution[s]

Pursuant to section 378 of the Companies Act 1985



To the Registrar of Companies

Company number

334189

Name of company

CLICO ELECTRIC INDUSTRIES LIMITED

*Limited

* delete if inappropriate

Passed 18th MARCH 1988

At an [annual] [extraordinary] [†] general meeting of the above-named company duly convened and held at

LIVERSIDE, MARKET HARBOURGH, LEICESTERSHIRE.

† delete as appropriate

on the EIGHTEENTH day of MARCH 1988 the
under-mentioned resolution[s] [†] [was] [were] [†] passed as [an extraordinary] [a special] [†]
resolution[s] [†]:

THAT THE NAME OF THE COMPANY BE CHANGED
TO CLICO LTD.



Note: to be filled within
15 days after the passing
of the resolution(s).

Signed

[Chairman] [Director] [Secretary] [†]

Date

18. 3. 88

Presenter's name, address
and reference (if any):

THOMAS MAY & CO.
Allen House, Newbyke Street
LEICESTER LE1 5SG

Form F180

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