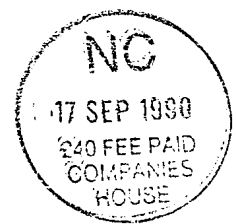


COMPANY NO. 357329



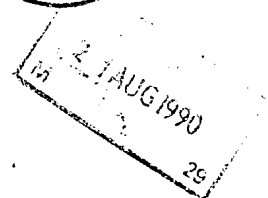
BABCOCK STAFF PENSION TRUST LIMITED

SPECIAL RESOLUTION

At an Extraordinary General Meeting of the Company held on 16th August 1990, the following Resolution was passed as a Special Resolution:-

THAT the name of the Company be changed to
"Babcock Pension Trust Limited."

CHAIRMAN



240/Banc/PI/ 764087.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 357329

I hereby certify that

BABCOCK STAFF PENSION TRUST LIMITED

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

BABCOCK PENSION TRUST LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 22 OCTOBER 1990

M. Rose
M. ROSE

an authorised officer

HC006B