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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 728599

The Registrar of Companies for England and Wales hereby certifies that

ALFRED MCALPINE UTILITY SERVICES LIMITED

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

MCALPINE INFRASTRUCTURE SERVICES LIMITED

Given at Companies House, Cardiff, the 7th October 2003

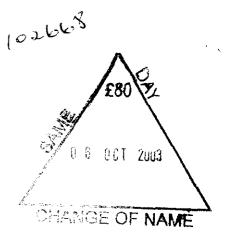


C007285996





Company No. 00728599



COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

Alfred McAlpine Utility Services Limited

WRITTEN RESOLUTION OF ALL THE SHAREHOLDERS

We, the undersigned, being the sole shareholder of Alfred McAlpine Utility Services Limited hereby resolve as a Special Resolution that:

"the name of the Company be changed to McAlpine Infrastructure Services Limited"

For and on behalf of Alfred McAlpine Utility Services Group Limited

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