

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 728599

The Registrar of Companies for England and Wales hereby certifies that

JOSEPH KENNEDY & CO.(MANCHESTER)LIMITED

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

KENNEDY UTILITY MANAGEMENT LIMITED

Given at Manchester, the 2nd November 1998



C007285991

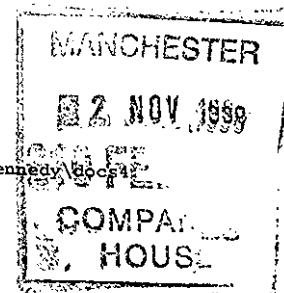
F. Grachini
For The Registrar Of Companies



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

Company No. 728599

c:\wl\kennedy\80001



THE COMPANIES ACT 1985

SPECIAL RESOLUTION

of

JOSEPH KENNEDY & CO (MANCHESTER) LIMITED

At an Extraordinary General Meeting of the Company, duly convened and held on 2 November 1998, the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "KENNEDY
UTILITY MANAGEMENT LIMITED"

We hereby certify that this
is a true copy of the original
document

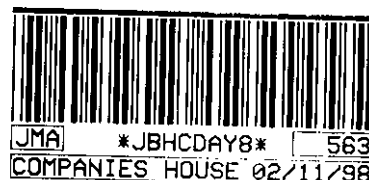
Slater Heelis

Slater Heelis
Solicitors
71 Princess Street
Manchester M2 4HL

A handwritten signature, likely of the Chairman, written over a dotted line.

Chairman

2nd November 1998



L100