

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 906936

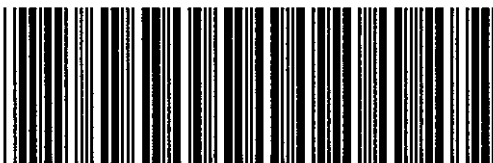
The Registrar of Companies for England and Wales hereby certifies that

CORRALL-MONTENAY LIMITED

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

DALKIA ENERGY MANAGEMENT LIMITED

Given at Companies House, London, the 30th October 1998



C00906936T

S. Bashar

MISS S. BASHAR

For The Registrar Of Companies



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



CORRALL-MONTENAY LIMITED

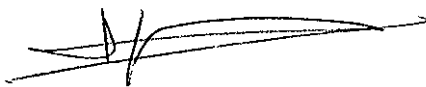
At an Extraordinary General Meeting of the Company held at Quartier Valmy Espace
21 33 Place Ronde Cedex 81 92981 Paris La Defense on 29 October 1998 at 11.00
am.

Present: D Heurzeau (Chairman)
(as representative of Compagnie Générale de Chauffe, shareholder of
the Company)

- 1 The Chairman reported consent to short notice had been given in respect of the meeting.
- 2 The following resolution was passed as a special resolution of the Company:

SPECIAL RESOLUTION

- (i) THAT the Company's name be changed to Dalkia Energy Management Limited.
- (ii) THAT the Memorandum and Articles of Association of the Company be amended by the substitution of the words "Corrall-Montenay Limited" with "Dalkia Energy Management Limited".


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Chairman

N/C - 2000 - 6/8
NW 00 4543
8/10/98