

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

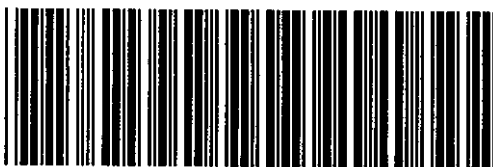
Company No. 1074166

The Registrar of Companies for England and Wales hereby certifies that
ARC SOUTH WALES CIVIL ENGINEERING LIMITED

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

HANSON AGGREGATES SOUTH WALES LIMITED

Given at Companies House, Cardiff, the 8th January 1999



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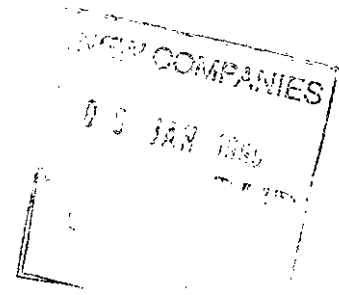
SS Powell
S S POWELL

For The Registrar Of Companies



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

1074166




THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
ARC SOUTH WALES CIVIL ENGINEERING LIMITED
(passed January 7, 1999)

At an Extraordinary General Meeting of the members of the above-named Company, duly convened and held at The Ridge, Chipping Sodbury, Bristol, BS37 6AY on Thursday, January 7, 1999, the following resolution was passed:

AS A SPECIAL RESOLUTION

THAT the name of the Company be changed to Hanson Aggregates South Wales Limited, with immediate effect.


.....
DIRECTOR

Dated: January 7, 1999