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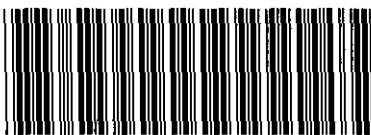
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1444885

The Registrar of Companies for England and Wales hereby certifies that
ENTEC ENERGY CONSULTANTS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BH EEC LTD.

Given at Companies House, Cardiff, the 28th March 2001



C01444885R



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

100507

COMPANIES ACT 1985 (AS AMENDED)

ENTEC ENERGY CONSULTANTS LIMITED

Company Number: 1444885

NOTICE OF PASSING OF RESOLUTION

Section 380 Companies Act 1985 (As Amended)

Notice is given that by a written resolution passed on 26th March 2001

The following resolutions were duly passed as (as to resolution 1) as a special resolution of the Company and (as to resolutions 2, 3 and 4) as elective resolutions of the Company:

SPECIAL RESOLUTION

1. That the name of the Company be changed to BH EEC Ltd.

ELECTIVE RESOLUTIONS

2. That pursuant to section 252 Companies Act 1985 the Company elects to dispense with the requirement to lay accounts and reports before the Company in general meeting.
3. That pursuant to section 386 Companies Act 1985 the Company elects to dispense with the obligation to appoint auditors annually.
4. That pursuant to section 366A Companies Act 1985 the company elects to dispense with the holding of annual general meetings in 2001 and in subsequent years.


.....
Director

