

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1521006

The Registrar of Companies for England and Wales hereby certifies that

KENNEDY CONSTRUCTION GROUP LIMITED

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

ALFRED MCALPINE UTILITY SERVICES GROUP LIMITED

Given at Companies House, London, the 31st December 2001



C01521006U

A handwritten signature in black ink, appearing to read 'Ashah'.

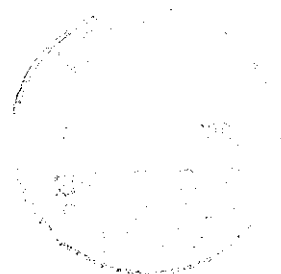
For The Registrar Of Companies



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

Sunday 80
NIC
+530 107729

Company No. 01521006



COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

Kennedy Construction Group Limited

WRITTEN RESOLUTION OF ALL THE SHAREHOLDERS

We, the undersigned, being the shareholders of Kennedy Construction Group Limited hereby resolve as a Special Resolution that:

"the name of the Company be changed to Alfred McAlpine Utility Services Group Limited"

For and on behalf of
Kennedy Group Investments Limited

Secretary

December 21st 2001

For and on behalf of
Proby Limited

Secretary

December 21st 2001



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COMPANIES HOUSE

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31/12/01