

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2034158

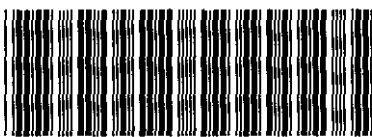
The Registrar of Companies for England and Wales hereby certifies that
TARMAC INTERNATIONAL (CIVIL ENGINEERING) LIMITED

having by special resolution changed its name, is now incorporated

under the name of

CARILLION INTERNATIONAL (CIVIL ENGINEERING) LIMITED

Given at Companies House, Cardiff, the 4th August 1999



C020341583



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



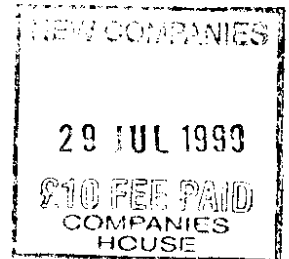
C O M P A N I E S H O U S E

HC006B

312261

2034158

The Companies Acts 1985 & 1989



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF TARMAC INTERNATIONAL (CIVIL ENGINEERING) LIMITED

Passed on 29 July 1999

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened, and held on 29 July the following resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

"THAT, subject to the approval of the Secretary of State, the name of the Company be changed on 29 July 1999 to:

CARILLION INTERNATIONAL (CIVIL ENGINEERING) LIMITED

A handwritten signature in black ink, appearing to be "E. E. Eux".

Chairman of the Meeting

