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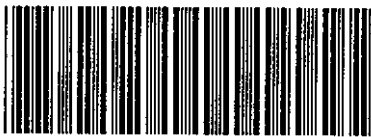
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2366665

The Registrar of Companies for England and Wales hereby certifies that
SOUTH WEST WATER SERVICES LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SOUTH WEST WATER LIMITED

Given at Companies House, Cardiff, the 1st August 1998



C023666650


N. BUTLER

For the Registrar of Companies



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

HC006B

(Company No: 2366665)

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

SOUTH WEST WATER SERVICES LIMITED


At an Extraordinary General Meeting of the Company held at The Great Hall, University of Exeter, Exeter, Devon on Thursday 30 July 1998 the following Resolution was passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT

the name of the Company be changed to "South West Water Limited".




K D WOODIER
(Secretary)