

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

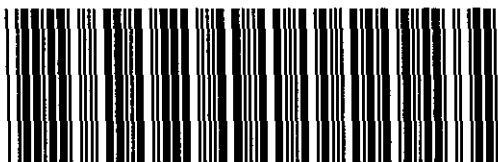
Company No. 2366949

The Registrar of Companies for England and Wales hereby certifies that
NORWEB PLC

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

UNITED UTILITIES ELECTRICITY PLC

Given at Manchester, the 26th November 2001



C02366949P

A handwritten signature in dark ink, appearing to read 'P. Akhter', with a long horizontal line extending from the end of the signature.

P. AKHTER
For The Registrar Of Companies



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

Company No. 2366949

WRITTEN RESOLUTION OF THE MEMBERS OF

NORWEB plc

Pursuant to Article 53 of Table A of the Companies Act 1985 incorporated into the company's Articles of Association, we the undersigned, being all the members of the company who, at the date of this resolution are entitled to attend and vote at a general meeting of the company, hereby resolve as a special resolution:

THAT the name of the company be changed to **United Utilities Electricity PLC.**

Signed (Members):



.....
For and on behalf of
United Utilities PLC
Dated: 26 November 2001



Nat/072958/ £160.00