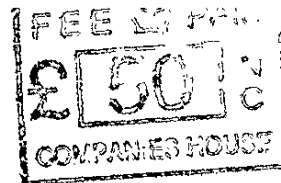


Number of }
Company }

2440829



The Companies Act 1985

COMPANY LIMITED BY SHARES

Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF
COSTAIN E & C LIMITED

Passed 9th July, 1991

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 111 Westminster Bridge Road, London SE1 7UE

on the 9th day of July, 1991, the subjoined SPECIAL RESOLUTION was duly passed, viz.:—

RESOLUTION

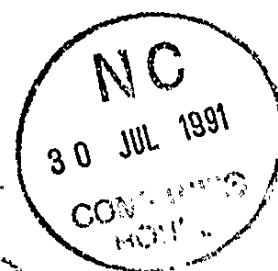
That the name of the company be changed to:—

COSTAIN ENGINEERING & CONSTRUCTION LIMITED

Signature
.....
SECRETARY

40/25/69
NC
17 JUL 1991
COMPANIES HOUSE

To be signed by
the Chairman, a
Director, or the
Secretary of the
Company.



£20
LB
DB
608107

NOTE.—To be filed within 15 days after the passing of the Resolution(s).

[P.T.O.]



The Solicitors' Law Stationery Society Ltd., Oyez House, 27 Criniscott Street London SE1 5TS.

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2440829

I hereby certify that

COSTAIN E & C LIMITED

having by special resolution changed its name,

is now incorporated under the name of

COSTAIN ENGINEERING & CONSTRUCTION LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 5 AUGUST 1991

F. A. Joseph.

F. A. JOSEPH

an authorised officer