

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2455508

I hereby certify that

SEVERN TRENT ENVIRONMENTAL SERVICES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

SEVERN TRENT OVERSEAS HOLDINGS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 7 AUGUST 1991

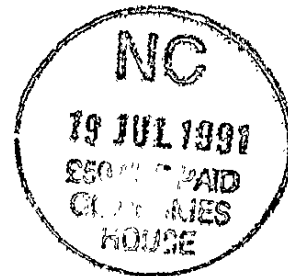
A handwritten signature in black ink, appearing to read 'L. Parry'.

MRS. L. PARRY

an authorised officer

The Companies Act 1985
Company Limited by Shares

CON
H0513
MLS



Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

2455508

Severn Trent Environmental Services Limited

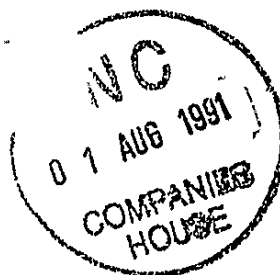
At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

2297 Coventry Road, BIRMINGHAM, West Midlands, B26 3PU

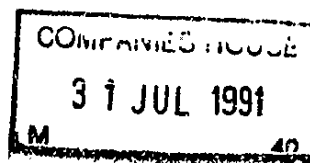
on 10 July 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

That the name of the Company be changed to SEVERN TRENT OVERSEAS HOLDINGS LIMITED



UB 650=
080936



Signed

Position Director + Secretary

NOTE To be filed within 15 days of the passing of the special resolution