

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2486942

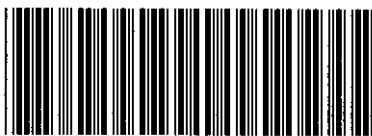
The Registrar of Companies for England and Wales hereby certifies that
PROSPECT INDUSTRIES PENSIONS LIMITED

having by special resolution changed its name, is now incorporated

under the name of

THE SHAW GROUP UK 1997 PENSION SCHEME LIMITED

Given at Companies House, Cardiff, the 2nd March 1998



C024869421

[Handwritten signature]
MRS. L. J. PERRY

For the Registrar of Companies



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

HC006B

Company No: 2486942



Special Resolution

of

Prospect Industries Pensions Limited

Passed on 9 February 1998



At an Extraordinary General Meeting of the Company duly convened and held on 9 February 1998 the following resolution was passed as a Special Resolution:-

That the name of the Company be, and hereby is, changed to "The Shaw Group UK 1997 Pension Scheme Limited", subject to the approval of the Registrar of Companies to such name.



Director

