

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2489329

The Registrar of Companies for England and Wales hereby certifies that
NATIONAL GRID NOMINEES LIMITED

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

NGT NOMINEES LIMITED

Given at Companies House, London, the 14th May 2003



C02489329D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

701455

No. Of Company: 2489329



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

OF

NATIONAL GRID NOMINEES LIMITED

The following Resolution in writing is hereby passed on 14th May 2003, pursuant to the Company's Articles of Association, by the sole member of the Company as a Special Resolution of the Company:-

THAT, with the consent of The Registrar of Companies, the name of the Company be changed to 'NGT Nominees Limited'.

(D C Forward, Secretary)
Representing
National Grid Holdings Ltd



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