

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2531489

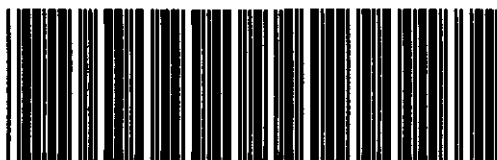
The Registrar of Companies for England and Wales hereby certifies that

BG PROPERTY PORTFOLIO LIMITED

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

LATTICE PROPERTY PORTFOLIO LIMITED

Given at Companies House, London, the 23rd October 2000



A handwritten signature in black ink, likely of the Registrar of Companies.

C02531489M

For The Registrar Of Companies



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



BG PROPERTY PORTFOLIO LIMITED

Company No:
2531489

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolution

"That the name of the Company be changed to LATTICE PROPERTY PORTFOLIO LIMITED."

Dated: 16 OCT 2000

The Members:

£1.00 ORDINARY shareholders:

BG TRANSCO HOLDINGS PLC

Siday £100.
NIC
BB 700 223.