

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2536498

The Registrar of Companies for England and Wales hereby certifies that
GEMSTONE COMPUTERS LIMITED

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

NGG TELECOMS LIMITED

Given at Companies House, London, the 17th November 1997



C02536498G

S. Bashar.

MISS S. BASHAR

For The Registrar Of Companies



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

Company Number: 2536498



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION IN WRITING

OF

GEMSTONE COMPUTERS LIMITED

The following Resolution in writing was passed on
14th NOVEMBER 1997, pursuant to Regulation 53 of Table A
incorporated in the Company's Articles of Association, by all
members 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:-

NGG TELECOMS LIMITED

Fiona B Smith

(Fiona B Smith, Secretary)
Representing
The National Grid Group plc

D C Forward

(D C Forward, Secretary)
Representing
NGC Nominees Limited

N/C-2100 -
RBOS 008222
8/10/97