

FILE COPY



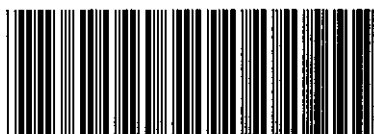
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2579333

The Registrar of Companies for England and Wales hereby certifies that
MIDLANDS POWER (TPL) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
MAGNOLIA POWER (TPL) LIMITED

Given at Companies House, Cardiff, the 11th July 2005



C02579333A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

010005/E10

Company Number: 02579333

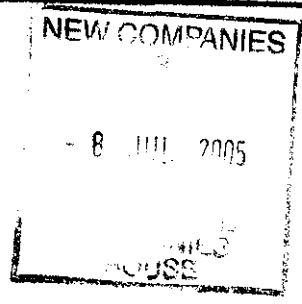
The Companies Acts 1985 - 1989

CERTIFIED AS A TRUE COPY OF THE ORIGINAL BY	
Name of signatory	<u>DANIEL P. D. WEATHERILL</u>
Signature	<u><i>D. Weatherill</i></u>
Date	<u>29.6.05</u>

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

MIDLANDS POWER (TPL) LIMITED
(the "Company")



We, being the only member entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolution is passed as a written resolution of the Company pursuant to Section 381A Companies Act 1985 and shall take effect as a special resolution:

WRITTEN RESOLUTION

1. THAT the name of the Company be changed to Magnolia Power (TPL) Limited.

.....*K. M. Miller*.....
For and on behalf of
Teesside Power Holding Limited
by Keith Miller as an authorised representative

dated 28th June 2005



ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

DATE 08-08-01

BY 60324

REASON

FOIA