



**CERTIFICATE OF INCORPORATION
ON RE-REGISTRATION OF A PUBLIC COMPANY
AS A PRIVATE COMPANY**

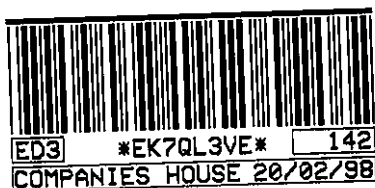
No.2582811

I hereby certify that

HANSON FUNDING (B) LIMITED

formerly registered as a public company has this day been re-registered
under the Companies Act 1985 as a private company, and that the
Company is limited

Given under my hand at Companies House, Cardiff the **20th February 1998**



C. Hardman
C. HARDMAN

An Authorised Officer