

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2582819

The Registrar of Companies for England and Wales hereby certifies that
HANSON FINANCE (UK) PLC.

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

Hanson Funding (H) PLC

Given at Companies House, London, the 31st March 1995



C02582819B

L. Mills

MRS L. MILLS

For The Registrar Of Companies



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

Company No: 2582819



THE COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF
HANSON FINANCE (UK) PLC

We, the undersigned, being all the Members of the above-named company entitled to attend and vote at a general meeting of the company HEREBY RESOLVE as a written SPECIAL RESOLUTION pursuant to and in accordance with the Articles of Association of the company as follows:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to Hanson Funding (H) PLC

Graham Dransfield
.....
duly authorised for
Hanson PLC

Graham Dransfield
.....
duly authorised for
Tillotson Commercial Vehicles Limited

Dated: March 31, 1995

LB 009398
cf 11000/3
JAMES 7/2/95