

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2678223

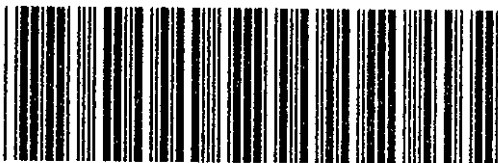
The Registrar of Companies for England and Wales hereby certifies that

CLEAR COMMUNICATIONS (U.K.) LIMITED

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

NGC LEASING LIMITED

Given at Companies House, London, the 19th April 1996



C02678223I

A handwritten signature in cursive script, appearing to read 'S. Bashir'.

For The Registrar Of Companies



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

No: of Company: 2678223



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

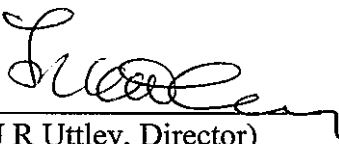
SPECIAL RESOLUTION IN WRITING

OF


CLEAR COMMUNICATIONS (UK) LIMITED

The following Resolution in writing was passed on 19 April 1996, 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:- NGC LEASING LIMITED


(J R Uttley, Director)

Representing
The National Grid Company plc


(D C Forward- Director)

Representing
NGC Nominees Limited

N/C - £200 -
D. 45301
S/DAY