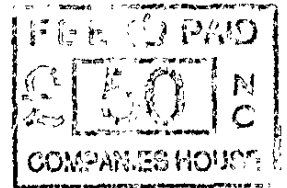


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QCR

THE COMPANIES ACTS 1985 AND 1989

WRITTEN RESOLUTION OF FREESELECT LIMITED



(Registered No. 2746641)

We, Midlands Electricity plc (being the sole member of Freeselect Limited), hereby resolve, in accordance with s.381A Companies Act 1985, as follows:-

THAT the Company's name be changed to Midlands Electricity Retail Limited.

Dated: 28 September 1992

Signed.....*[Signature]*.....
for and on behalf of
Midlands Electricity plc

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C/T 200
M. S. N. A. M.



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2746641

The Registrar of Companies for England and Wales hereby certifies that

FREESELECT LIMITED

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

MIDLANDS ELECTRICITY RETAIL LIMITED

Given at Companies House, London, the 16th October 1992

A handwritten signature in black ink, appearing to read 'C Carr'.

MR. C. CARR

For The Registrar Of Companies



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