

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2746641

The Registrar of Companies for England and Wales hereby certifies that
MIDLANDS ELECTRICITY RETAIL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
M E SUB LIMITED

Given at Companies House, Cardiff, the 11th December 1995

E. P. Owen
MRS. E. P. OWEN



For the Registrar of Companies

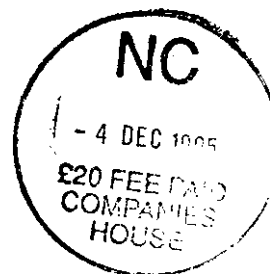
C02746641A



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

HC006B

Company Number: 2746641



THE COMPANIES ACTS 1985 - 1989

WRITTEN RESOLUTION

OF

MIDLANDS ELECTRICITY RETAIL LIMITED ("the Company")

We, being the sole members entitled to attend and vote at general meetings of the Company, hereby resolve and agree that the following resolution shall take effect as a Special Resolution pursuant to and in accordance with Section 382B of the Companies Act 1985:

SPECIAL RESOLUTION

- (1) THAT the name of the Company be changed from "Midlands Electricity Retail Limited" to "M E Sub Limited".

Dated 14th November 1995

[Signature]

For and on behalf of Powerhouse Retail Limited

