

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2804122

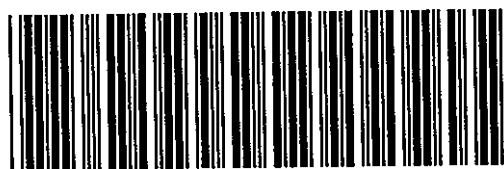
The Registrar of Companies for England and Wales hereby certifies that

ROAD MANAGEMENT SERVICES LIMITED

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

ROAD MANAGEMENT SERVICES (NO. 1) LIMITED

Given at Manchester, the 18th May 1995



C02804122H

ST Robinson

S T ROBINSON

For The Registrar Of Companies



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



Company No: 2804122

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

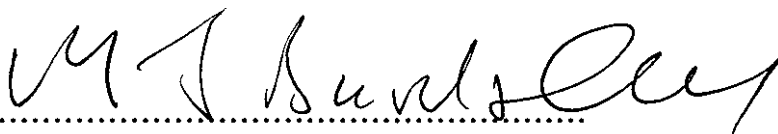
OF

ROAD MANAGEMENT SERVICES LIMITED

Passed the seventeenth day of May 1995

At an Extraordinary General Meeting of the above Company held on 17th May 1995 the following resolution was passed as a SPECIAL RESOLUTION:-

"THAT the name of the Company be changed to
Road Management Services (No. 1) Limited"


.....
Chairman

THE ROYAL BANK OF SCOTLAND
SORT CODE 16-00-01
ACCT NO 11163456
chq £ 200.00