

13666
3011791

The Companies Acts 1985 & 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF TARMAC SERVICES LIMITED

Passed on 29th July 1999

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above Company, duly convened, and held on 29th July the following resolution was passed as a SPECIAL RESOLUTION:-

RESOLUTION

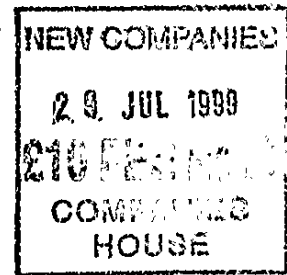
"THAT, subject to the approval of the Secretary of State, the name of the Company be changed on 29th July 1999 to:

CARILLION SERVICES LIMITED



Chairman of the Meeting

Saturday
1100



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

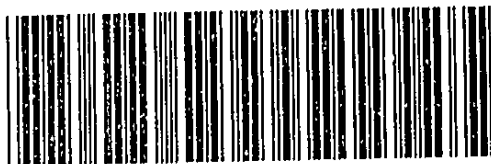
Company No. 3011791

The Registrar of Companies for England and Wales hereby certifies that
TARMAC SERVICES LIMITED

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

CARILLION SERVICES LIMITED

Given at Companies House, Cardiff, the 30th July 1999



A. Allen
A ALLEN

C03011791T

For The Registrar Of Companies



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