

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

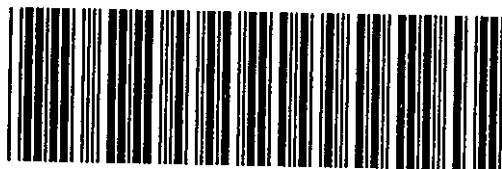
Company No. 3125840

The Registrar of Companies for England and Wales hereby certifies that
CONTINENTAL SHELF 37 LIMITED

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

ROAD LINK (A69) LIMITED

Given at Companies House, London, the 21st December 1995



C03125840K

L. Mills
MRS L. MILLS

For The Registrar Of Companies



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



WRITTEN RESOLUTION

OF

CONTINENTAL SHELF 37 LIMITED

(Registered in England Company No. 3125840)

We, the undersigned, both of Pacific House, 70 Wellington Street, Glasgow G2 6SB being the only members entitled to attend and vote at a general meeting of the Company hereby pass the following resolution as a written resolution pursuant to Regulation 53 of the Companies Act 1985 (Table A) and in accordance with the Company's Articles of Association:

"THAT the name of the Company be changed to Road Link (A69) Limited"

Robert McEneaney
.....

For and on behalf of
MD DIRECTORS LIMITED

Robert McEneaney
.....

For and on behalf of
MD SECRETARIES LIMITED

Dated 20th December 1995

055002452
for 12/20/95
JAN 1996