



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3184313

The Registrar of Companies for England and Wales hereby certifies that

GRANTRAIL LIMITED

having changed its name, is now incorporated under the name of

VOLKERRAIL LIMITED

Given at Companies House on **27th February 2009**



C03184313Q



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

FRIDAY

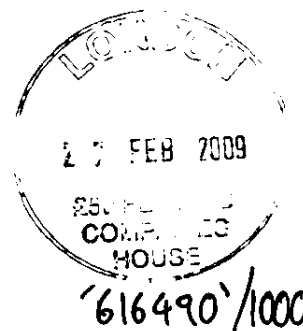


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COMPANIES HOUSE

Grantrail Limited

Company No:
03184313

Companies Act 2006
Circulation Date: 24th February 2009
Written Resolution of the Members
(Proposed by the Directors)



In accordance with Part 13, Chapter 2 of the Companies Act 2006, the board of directors propose that the resolution set out below be submitted to the eligible members of the Company as a written resolution and passed as a special resolution (the "Resolution").

Special Resolution

"That the name of the Company be changed to VolkerRail Limited."

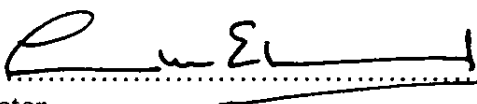
Agreement

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on 24th February 2009 hereby irrevocably agrees to the Resolution.

The Members:

£1.00 Ordinary shareholders:


.....

Director
For and on behalf of Grantrail Group Limited

In the presence of.....


Name: Alison Taylor Foster

Address: Hertford Road, Hoddesdon, Hertfordshire, EN11 9BX

Passed on 24th February 2009

NOTES

1. If you agree with the Resolution, please indicate your agreement by signing where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Volker Wessels UK Limited, Hertford Road, Hoddesdon, Hertfordshire, EN11 9BX marked for the attention of Alison T. Foster.

Post: returning the signed copy by post to Volker Wessels UK Limited, Hertford Road, Hoddesdon, Hertfordshire, EN11 9BX marked for the attention of Alison T. Foster.

Fax: faxing the signed copy to Volker Wessels UK Limited, Fax number 01992 305010 marked "For the attention of Alison T. Foster".
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless, by 28 days, sufficient agreement has been received for the Resolution to be passed, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
5. In the case of joint holders of shares, only vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
6. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.