

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3277634

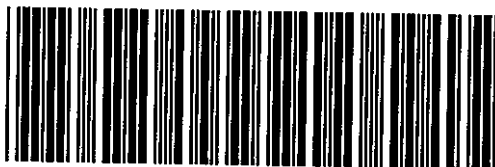
The Registrar of Companies for England and Wales hereby certifies that

DR INVESTMENTS (UK) PLC

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

PowerGen (East Midlands) Holdings PLC

Given at Companies House, London, the 27th July 1998



C03277634Q

A handwritten signature in black ink, appearing to read 'J Mayne'.

MR J MAYNE
For The Registrar Of Companies



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

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

Special Resolution

of

DR Investments (UK) plc

Registered Number: 3277634



At an extraordinary general meeting of the company duly convened and held on 23 July 1998 at Woodyard Lane, Wollaton, Nottingham NG8 1EZ the following Resolution was passed as a special resolution:

THAT the name of the Company be changed from DR Investments (UK) plc to PowerGen (East Midlands) Holdings PLC with effect from 27 July 1998.

Signed:

Director:

Date:

A large, stylized handwritten signature, likely of a director, written in black ink.

23 July 1998

S/DAY £100

N/L

BB 041293