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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3278371

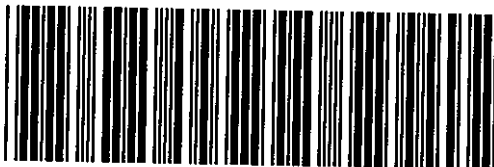
The Registrar of Companies for England and Wales hereby certifies that

TRUSHELFCO (NO.2204) LIMITED

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

SEVERN TRENT PIF TRUSTEES LIMITED

Given at Companies House, London, the 24th March 1997



C03278371N

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

No: 3278371



THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

RESOLUTIONS

of

TRUSHELFCO (NO. 2204) LIMITED

At an Extraordinary General Meeting of the above-named Company duly convened and held on *21st March*, 1997 the following special resolutions were passed :-

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to Severn Trent PIF Trustees Limited.
2. That the objects of the Company be altered by the deletion of clause 3 of its memorandum of association and the substitution therefor of the new clause 3 attached as a schedule to this notice.
3. That the regulations contained in the document produced to the meeting and for the purpose of identification signed by the chairman thereof be and the same are hereby approved and adopted as the articles of association of the company in substitution for and to the exclusion of all existing articles of association thereof.

.....
Chairman of the meeting

N/C £100//
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