

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3407430

The Registrar of Companies for England and Wales hereby certifies that

STERLING GAS LIMITED

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

POWERGEN RETAIL GAS LIMITED

Given at Companies House, London, the 12th July 1999



C03407430B

S. Bashar.
MISS S. BASHAR

For The Registrar Of Companies



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

Registration No. 3407430

The Companies Acts 1985 and 1989

PRIVATE COMPANY LIMITED BY SHARES



STERLING GAS LIMITED

The following resolutions were passed by the above company as written resolutions on
29 June 1999:

Written Resolutions

1. "That the name of the Company be changed to PowerGen Retail Gas Limited";
2. "That the Company hereby elects to dispense with the obligation to appoint Auditors annually in accordance with Sections 379A and 386 of the Companies Act 1985".

Certified:


for East Midlands Electricity Secretaries Ltd,
Secretary
Date: 29 June 1999

N/c - £100 -
MB 261342
SBA/