

FILE COPY



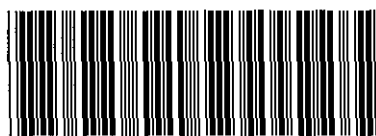
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3467120

The Registrar of Companies for England and Wales hereby certifies that
FIRST PMT BUSES LIMITED

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

Given at Companies House, Cardiff, the 16th January 2002



C03467120F



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



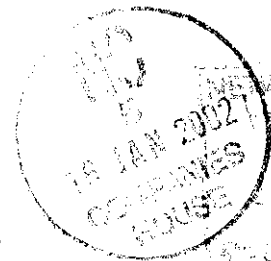
Companies House
— for the record —

HC006B

HSL
103905

Company Number: 3467120

THE COMPANIES ACT 1985



WRITTEN RESOLUTION OF A COMPANY LIMITED BY SHARES

FIRST PMT BUSES LIMITED

PASSED ON 18th DECEMBER 2001

On the 18th day of December 2001, the following resolution in writing (such resolution to have effect as a special resolution) was duly passed by the sole member of the Company pursuant to Section 381A of the Companies Act 1985 (as amended):

SPECIAL RESOLUTION

THAT the name of the Company be changed to FIRSTGROUP SERVICES LIMITED.

.....
Director/Secretary

