

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3505836

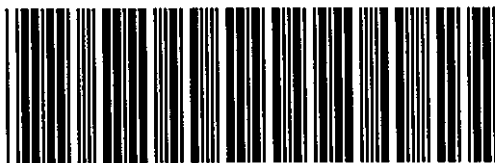
The Registrar of Companies for England and Wales hereby certifies that

TU FINANCE (NO. 1) LIMITED

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

TXU EASTERN HOLDINGS LIMITED

Given at Companies House, London, the 17th December 1998



C03505836G

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

No. 3505836



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
TU FINANCE (NO. 1) LIMITED


We, the undersigned, being all of the Members for the time being of the above-named company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as a SPECIAL RESOLUTION and agree that the said resolution shall, pursuant to Section 381A of the Companies Act 1985, for all purposes be as valid and as effective as if the same had been passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

“THAT the name of the Company be changed to TXU Eastern Holdings Limited”.

Dated this 16th day of December, 1998.


For: TU United Kingdom Holdings Inc.


For: TU Finance (No. 1) Holdings Inc.

S/DAY #100
N/C
BB 001224