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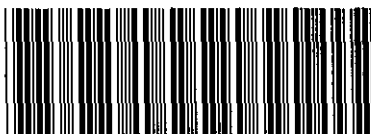
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3600574

The Registrar of Companies for England and Wales hereby certifies that
ENERGENT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GPU POWER NETWORKS (UK) LIMITED

Given at Companies House, Cardiff, the 14th May 2001



C03600574D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

527132

Company Number: 3600574

The Companies Act 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

Pursuant to Section 378(2) of the Companies act 1985

Of

ENERGENT LIMITED

PASSED ON 27 APRIL 2001

At an extraordinary general meeting of the Company, duly convened and held on 27 April 2001 the following resolution was duly passed as a special resolution:

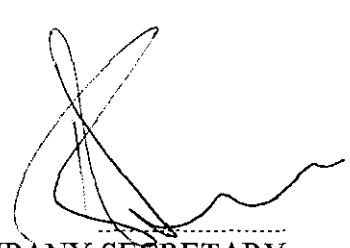
RESOLUTION

THAT the name of the Company be changed to

GPU Power Networks (UK) Limited.

This being in accordance with the documentation produced to the Meeting and signed by the Chairman thereof.




COMPANY SECRETARY

Company Number: 3600574

The Companies Act 1985

COMPANY LIMITED BY SHARES

**SPECIAL RESOLUTION
OF**

**ENERGENT LIMITED
(to be renamed GPU POWER NETWORKS (UK) LIMITED)
PASSED ON 27 April 2001**

At an Extraordinary General Meeting of the above named Company, duly convened and held at Whittington Hall, Whittington, Worcester on 27 April 2001 the following Special Resolutions were passed:

SPECIAL RESOLUTIONS

1. THAT the authorised share capital of the company be increased to £50,000 by the creation of 49,000 additional ordinary shares of £1 each;
2. THAT with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to Section 80, Companies Act 1985, to allot relevant securities up to a maximum amount of £49,998 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority;
3. THAT the directors be empowered pursuant to Section 95 of the Companies Act 1985 until the Company's next annual general meeting to allot or agree to allot equity securities pursuant to the authority conferred by resolution no. 2 as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment provided that the Company may make any offer or agreement before the expiry of this authority after this authority had expired and the directors may allot equity securities in pursuance of any such offer or agreement. For the purposes of this resolution the expression 'equity securities' and 'allot' shall bear the meanings respectively given to the same in Section 94, Companies Act 1985;
4. THAT the Articles of Association be amended in the following manner:-

By deleting the existing Article 3.1 and replacing it with the following:-

"The authorised share capital of the Company at the time of amendment of these Articles is £50,000 divided into 50,000 ordinary shares of £1.00 each."




COMPANY SECRETARY