

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3618559

The Registrar of Companies for England and Wales hereby certifies that

DRAX POWER LIMITED

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

DRAX OUSE LIMITED

Given at Companies House, London, the 22nd December 2003



C03618559L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

on AIC
No. 03618559

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DRAX POWER LIMITED

(Passed on 18 December 2003)

In accordance with section 381A Companies Act 1985 the following Resolution was agreed to and was duly passed on 18 December 2003

SPECIAL RESOLUTION

- 1 **IT IS UNANIMOUSLY RESOLVED THAT** the name of the Company be changed to "Drax Ouse Limited".

ORDINARY RESOLUTIONS

- 1 **IT IS UNANIMOUSLY RESOLVED THAT** as it is in the best interests of and to the benefit and advantage of the Company, the terms of and transactions contemplated by, the documents set out in the schedule annexed to this Written Resolution (the "**Transaction Documents**") to which the Company is party or signatory be and are hereby approved and/or ratified (as appropriate).
- 2 **IT IS UNANIMOUSLY RESOLVED THAT** pursuant to a meeting of the Board of Directors held on 12 November 2003 and a meeting of the Board of Directors held on even date, the Directors of the Company have authority to approve the terms of, and the transactions contemplated by, the Transaction Documents and to execute the Transaction Documents.


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Chairman