

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3653277

The Registrar of Companies for England and Wales hereby certifies that

NATIONAL POWER (ENERGY CO.) LIMITED

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

NPOWER LIMITED

Given at Companies House, Cardiff, the 1st December 2000



C036532770

A handwritten signature in black ink, appearing to read 'J Jenkins'.

MRS J JENKINS

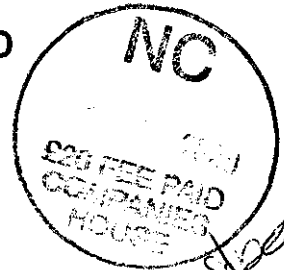
For The Registrar Of Companies



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

NATIONAL POWER (ENERGY CO.) LIMITED

(Company number: 3653277)



WRITTEN RESOLUTION OF ALL MEMBERS


Pursuant to the Articles of Association of the Company, the following Resolutions were passed on 1 December 2000 by written resolution of all the members of National Power (Energy Co.) Limited, having a right to attend and vote at a general meeting of the Company:

SPECIAL RESOLUTION

THAT the name of the company be changed to:

Npower Limited

Dated 1 December 2000


.....
Company Secretary



**PUB
COMPANIES HOUSE**

**0019
01/12/00**

nat west 600 000032.