

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3679712

The Registrar of Companies for England and Wales hereby certifies that
TU AUSTRALIA HOLDINGS NO. 2 LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TXU AUSTRALIA (LP) NO.2 LIMITED

Given at Companies House, Cardiff, the 21st July 1999



C03679712K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

001191
15/2
Company Number: 3679712

THE COMPANIES ACT 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTION

OF

TU AUSTRALIA HOLDINGS NO.2 LIMITED

PASSED ON 30 JUNE 1999

At an EXTRAORDINARY GENERAL MEETING of the Company held at Energy Plaza, 1601 Bryan Street, Dallas, Texas, 75201.3411 on 30 June 1999, the following resolution was passed:

SPECIAL RESOLUTION

1. "THAT, the name of the Company be changed from TU Australia Holdings No.2 Limited to TXU Australia (LP) No.2 Limited."


P. A. Ellis
Secretary

