

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3679712

The Registrar of Companies for England and Wales hereby certifies that

TXU AUSTRALIA (LP) NO.2 LIMITED

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

SPI AUSTRALIA (LP) NO.2 LIMITED

Given at Companies House, Cardiff, the 9th August 2004



C036797128



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

TXU Australia (LP) No. 2 Limited (Company No. 3679712) (the "Company")

Unanimous Assent and Written Resolution of Shareholder

TXU Australia Group Pty Ltd, being the sole member of the Company, resolved the following:

- (a) by special resolution of the Company subject to Completion (as defined in the Share Sale Agreement between SP Energy Pty Ltd, Singapore Power Limited and TXU Corp dated 23 April 2004) occurring:
- (i) to approve the Company's change of name to SPI Australia (LP) No.2 Limited; and
 - (ii) to approve the appointment of KPMG as the new auditors of the Company; and
- (b) by ordinary resolution of the Company, to approve the Company's execution of the Deed of Indemnity and Release in the form attached in favour of the following Directors and Officers of the Company:
- Sharbel Raymond Elias – Director
 - Eric Michael Dundon – Alternate Director of Sharbel Raymond Elias
 - Leonard Francis Gill – Alternate Director of Steven Montague Philley
 - Stephen John Symons – Secretary.

Date: 30 July 2004

Signed for and on behalf of)
TXU Australia Group Pty Ltd)
by its duly authorised representative)
in the presence of:)

A Woods
Signature of witness

Ashley Woods
Name of witness (please print)

Steven Philley
Signature of authorised representative

Steven Philley
Name of authorised representative
(please print)

