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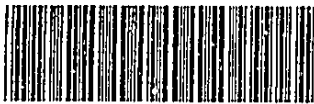
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3696638

The Registrar of Companies for England and Wales hereby certifies that  
NP (ED) LIMITED

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

Given at Companies House, Cardiff, the 9th February 1999



\*C036966388\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

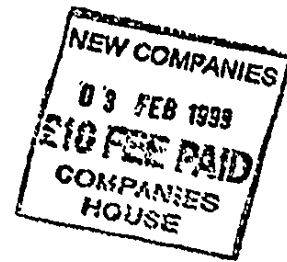


C O M P A N I E S H O U S E

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NP (ED) LIMITED  
(Company number: 3896638)



WRITTEN RESOLUTION OF ALL MEMBERS

Pursuant to the Articles of Association of the Company, the following Resolutions were passed on 1 February 1999 by written resolution of all the members of NP (ED) Limited, having a right to attend and vote at an annual general meeting of the Company:

ELECTIVE RESOLUTION

THAT it is hereby unanimously resolved as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ("the Act"):

- (iv) THAT pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in General Meeting;
- (v) THAT pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings; and
- (vi) THAT pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

SPECIAL RESOLUTION

That the Company name be changed to:

Energy Direct Limited

Dated 1 February 1999

*M. Swanson*  
.....  
Andrew Swanson  
Company Secretary

