CENTRICA NOMINEES NO 1 LIMITED

Company No: 3844247

Passed: 13 July 2000

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at CHARTER COURT, 50 WINDSOR ROAD, SLOUGH, BERKSHIRE, SL1 2HA, UNITED KINGDOM on Thursday 13 July 2000 at 3.15 pm the following Resolution was duly passed as a Special Resolution.

Special Resolution

"That in accordance with the provisions of section 250 of the Companies Act 1985 as amended by the Companies Act 1989 no auditors be appointed by the Company in that it is a dormant company and meets the other requirements of the aforesaid section in this respect."

Chairman

13 July 2000

COMPANIES HOUSE