

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3889945

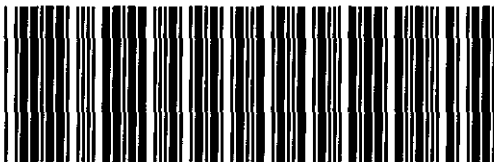
The Registrar of Companies for England and Wales hereby certifies that

RAILTRACK HOLDINGS LIMITED

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

RT GROUP HOLDINGS LIMITED

Given at Companies House, London, the 21st October 2002



C03889945K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

5/10 10h
NIC
116268
No. 3889945



**RAILTRACK HOLDINGS LIMITED (the 'Company')
MEMBER'S WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree:

- (a) pursuant to regulation 163 of the Company's articles of association to the passing of the resolution set out below (which would otherwise be required to be passed as a special resolution) by way of written resolution; and
- (b) to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolution.

THAT: the name of the Company be changed to "RT GROUP HOLDINGS LIMITED".

for and on behalf of
RAILTRACK GROUP PLC (Company Number 02904614)

Date: 21/10 2002

