

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3958461

The Registrar of Companies for England and Wales hereby certifies that

CHOIRCLOSE LIMITED

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

UTILITY GRID INSTALLATIONS LIMITED

Given at Companies House, London, the 11th May 2000



C03958461A

N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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

Company No. 3958461

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTION IN WRITING

of

CHOIRCLOSE LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to Utility Grid Installations Limited.

SIGNATURE: R. G. Sutton-Mattocks

Richard Sutton-Mattocks for and on behalf of Clifford Chance Nominees Limited

DATE: 10 May 2000

N/C E100
NW002723
S/OA7.