

No. 3974529

**The Companies Act 1985
Company Limited by Shares**

Resolution

of

Enron Europe Trading Limited

The following resolution was passed as a special resolution of the Company on 13 February 2003 in accordance with the Articles of Association of the Company.

Special Resolution

THAT the Company's Articles of Association be and are hereby altered by inserting the following new article as Article 13 and subsequently renumbering articles 13-29 as 14-30:

"Number of Directors

The Directors shall not be less than one in number. Regulation 64 shall be modified accordingly. Whenever the minimum number of Directors shall be one, a sole Director shall form a quorum, and Regulation 89 shall be modified accordingly."

Signed: _____



Dated: _____

13/2/03

Enron Europe Limited (in administration)
as director and on behalf of
Enron Europe Trading Limited,
acting by AV Lomas
one of its Joint Administrators
as its agent and without personal liability

