

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4007719

The Registrar of Companies for England and Wales hereby certifies that

SERCO GLOBAL PROJECTS LIMITED

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

TOC FUTURE 1 LIMITED

Given at Companies House, London, the 9th July 2002



C040077198



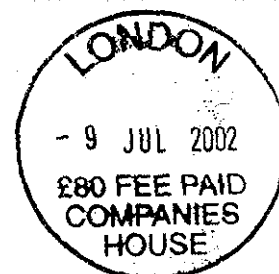
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

510 LON
160535

Company Number: 4007719



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

SERCO GLOBAL PROJECTS LIMITED

passed on 9 July 2002

At a general meeting of members of the above named company, duly convened and held at Palm Court, 4 Heron Square, Richmond-upon-Thames, Surrey TW9 1EW on 9 July 2002, the following SPECIAL RESOLUTION was passed:

That the name of the Company be changed to TOC Future 1 Limited.

Signed

Serco Holdings Limited

I CERTIFY THAT THIS IS A
TRUE COPY OF THE ORIGINAL

SECRETARY/DIRECTOR

