

FILE COPY



**RE-SCAN**

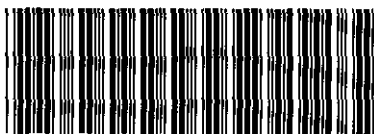
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4007719

The Registrar of Companies for England and Wales hereby certifies that  
SERCO NORTHERN LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
NORTHERN RAIL HOLDINGS LIMITED

Given at Companies House, Cardiff, the 15th June 2004



\*C04007719E\*

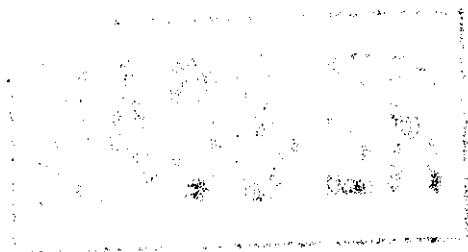


THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

THIS CERTIFICATE/~~DOCUMENT~~ SUPERCEDES THE  
CERTIFICATE/~~DOCUMENT~~ IN FILE WHICH  
INCORRECTLY QUOTED THE NAME OF THE COMPANY  
AS

*NORTHERN RAIL HOLDINGS  
LIMITED*

HC006B



FILE COPY



**RE-SCAN**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4007719

The Registrar of Companies for England and Wales hereby certifies that  
SERCO NORTHERN LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
NORTHERN RAIL HOLDINGS LIMITED

Given at Companies House, Cardiff, the 15th June 2004

THIS CERTIFICATE/~~DOCUMENT~~ CONTAINS A  
MISTAKE IN THE NAME OF THE COMPANY AND IS  
SUPERSEDED BY THE CERTIFICATE/~~DOCUMENT~~  
ON FILE.



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

1943  
1943

Company Number: 4007719

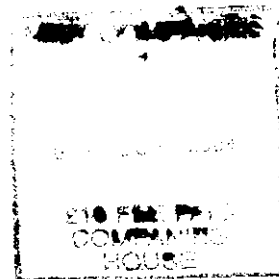
THE COMPANIES ACT 1985 AS AMENDED  
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

**SERCO NORTHERN LIMITED**  
(the "Company")

passed on 7 April 2004



At a General meeting of the Company, duly convened and held at Serco House, 16 Bartley Wood Business Park, Bartley Way, Hook, Hampshire, RG27 9UY, and in accordance with section 378 of the Companies Act 1985, the following **SPECIAL RESOLUTION** was passed

**THAT** the Company name be changed to Northern Rail Holdings Limited.

Signed

Serco Holdings Limited

700529-10

A25  
COMPANIES HOUSE

\*ADENOUNU\*

0032  
03/06/04

A10  
COMPANIES HOUSE

\*ALC55UW8\*

0493  
12/06/04

I CERTIFY THAT THIS IS A  
TRUE COPY OF THE ORIGINAL

SECRETARY/DIRECTOR