

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4112012

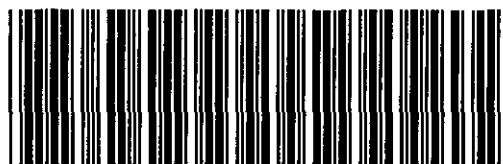
The Registrar of Companies for England and Wales hereby certifies that

ALSTOM INFRASTRUCTURE LTD

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

ALSTOM T&D TRADING LTD

Given at Birmingham, the 24th March 2003



C04112012N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

Company No. 4112012

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALSTOM INFRASTRUCTURE LTD

(the "Company")

On 21 March 2003 the following resolution was duly passed as a written resolution of the Company in accordance with regulation 53 of Table A in the Schedule to Companies (Table A to F) Regulations 1985 (as amended and incorporated in the Company's Articles of Association) by the sole member of the Company who, at that date, was entitled to attend, and vote, at general meetings of the Company:-

Special Resolution

1. THAT the name of the Company be changed to ALSTOM T&D Trading Ltd.

Ordinary Resolutions

2. THAT the issued share capital of the Company would be converted from 2 shares of £1 each to 200 shares of 1p each and that the existing authorised share capital be converted from 1,000 shares of £1 each to 100,000 shares of 1p each.
3. THAT the authorised share capital of the Company be increased by £9,000 to £10,000, being made up of an additional 900,000 1p shares, such ordinary shares to rank parri passu with the existing share capital of the Company.
4. THAT the directors, pursuant to Section 80 of the Companies Act 1985, be hereby unconditionally authorised to allot 119,800 1p shares in the Company at a premium of £117,998,802, such authority to expire on the fifth anniversary of the date of this resolution.

Signed

K.E. W

Director/Secretary



6361

