

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4187128

The Registrar of Companies for England and Wales hereby certifies that

BRITISH GAS DIRECT SALES LIMITED

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

BRITISH GAS DIRECT EMPLOYMENT LIMITED

Given at Companies House, London, the 29th March 2001



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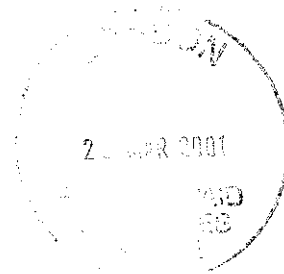
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For The Registrar Of Companies



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

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RBOS 001147



Company No. 4187128

The Companies Acts 1985 To 1989

(Pursuant to 378(2) & (3) of the Companies Act 1985)

SPECIAL RESOLUTION

OF

BRITISH GAS DIRECT SALES LIMITED

Passed

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 2nd Floor, 80 Great Eastern Street, London EC2A 3RX.

On the 26th day of March 2001 the subjoined SPECIAL RESOLUTION was duly passed, viz:

RESOLUTION

"that with the consent of the Department of Trade the Name of the Company be changed to:

BRITISH GAS DIRECT EMPLOYMENT LIMITED

Signature

Authorised signatory for RM Nominees Limited

Note: To be filed within 15 days after the passing of the Resolution.

RM COMPANY SERVICES LIMITED
2ND FLOOR
80 GREAT EASTERN STREET
LONDON EC2A 3JL
TEL: 0171 865 0011



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COMPANIES HOUSE

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29/03/01