

Company No. 4248952

The Companies Acts 1985 to 1989

Private Company Limited by Shares

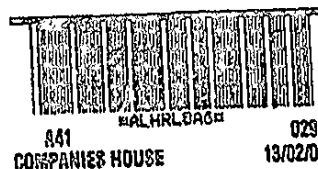
Written Resolutions passed pursuant to the Articles of Association of

Dynegy Offshore UK Limited

We, the undersigned, being the sole member of the Company who, at the date of this resolution, is entitled to attend and vote at general meetings of the Company, hereby pass the following resolutions in accordance with Article 9 of the Articles of Association of the Company and agree that these resolutions shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company properly convened and held.

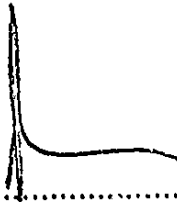
Elective Resolutions

1. That the provisions of Section 80A of the Companies Act 1985 shall apply in place of Sections 80(4) and 80(5) of the Companies Act 1985 in relation to the giving or renewal of an authority to the directors of the Company for the allotment of shares.
2. That in accordance with Section 252 of the Companies Act 1985 the Company shall not be obliged to lay the annual accounts of the Company, the report of the Directors and the report of the Auditors before the Company in general meeting.
3. That in accordance with Section 366A of the Companies Act 1985 the Company shall not be obliged to hold annual general meetings of the members of the Company.
4. That in accordance with Section 386 of the Companies Act 1985 the Company shall not be obliged to appoint auditors of the Company annually.
5. That Sections 369(4) and 378(3) of the Companies Act 1985 shall have effect in relation to the Company as if, in place of the references to 95 per cent, there were substituted references to 90 per cent.



Special Resolution

That the regulations contained in the printed document attached to this resolution be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association.



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for and on behalf of
Dynergy Storage Limited

Dated 10 FEBRUARY 2002