

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4248952

The Registrar of Companies for England and Wales hereby certifies that

DYNEGY OFFSHORE UK LIMITED

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

CENTRICA OFFSHORE UK LIMITED

Given at Companies House, London, the 15th November 2002



C04248952E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

COMPANY NUMBER:
4248952

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTION IN WRITING

of

DYNEGY OFFSHORE UK LIMITED

Dynegy Storage Limited being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to CENTRICA OFFSHORE UK LIMITED.

SIGNATURE:

A handwritten signature of Matthew Scrimshaw.

NAME:

MATTHEW SCRIMSHAW

for and on behalf of Dynegy Storage Limited

A handwritten signature of Yehuda Cohen.

YEHUDA COHEN

DATE:

14 November 2002

