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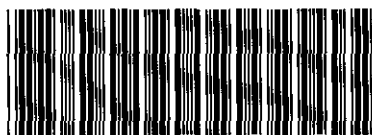
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 4252518

The Registrar of Companies for England and Wales hereby certifies that  
THE CORNWALL & PLYMOUTH RAILWAY COMPANY LIMITED

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

Given at Companies House, Cardiff, the 19th September 2006



\*C04252518I\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

003491/10

Company No 4252518

4 SEP 2006

**THE COMPANIES ACT 1985 AND 1989  
PRIVATE COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTION**

**OF**

**THE CORNWALL & PLYMOUTH RAILWAY COMPANY LIMITED  
(the "Company")**

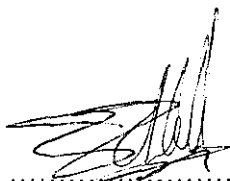
We, the undersigned, being the sole member of the above-named Company for the time being entitled to attend and vote at general meetings of the Company, hereby **RESOLVE** that the following resolution be passed as a written resolution:

**Special Resolution**

**THAT** the name of the Company be changed to:

**JOHN LAING RAIL LIMITED**

Date: 13<sup>th</sup> September 2006



.....  
Duly authorised by and on behalf of  
LAING INFRASTRUCTURE HOLDINGS LIMITED

