

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4368858

The Registrar of Companies for England and Wales hereby certifies that

TEESLAND (HOLDINGS) PLC

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

TEESLAND PLC

Given at Companies House, Cardiff, the 28th February 2002



C04368858R

EA Barry

For The Registrar Of Companies



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

166720

Company Number: 4368858

COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

TEESLAND (HOLDINGS) PLC

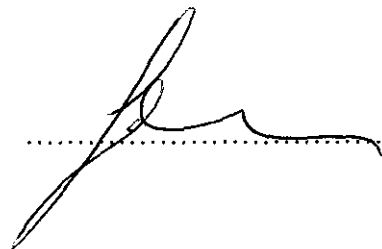
WRITTEN RESOLUTION

(dated 27 February 2002)

Pursuant to the provisions of Regulation 53 of Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) (which such regulation applies to the Company pursuant to Article 1 of Teesland (Holdings) plc's (the "Company") articles of association) the following resolution was passed on 27 February 2002 by all the members of the Company who, as at the date of the passing of the resolution, would have been entitled to receive notice of and attend and vote at a general meeting of the Company at which the resolution was proposed, such resolution to have effect as if it was passed as a special resolution at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

"THAT the name of the Company be changed to "Teesland plc"."

 Director

