

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4401816

The Registrar of Companies for England and Wales hereby certifies that

LAING ROADS LIMITED

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

JOHN LAING INFRASTRUCTURE LIMITED

Given at Companies House, London, the 29th September 2006



C04401816S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

003493

Company No 4401816

THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION
OF

LAING ROADS 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 INFRASTRUCTURE LIMITED

Date: 29th September 2006

A handwritten signature of a person.

Duly authorised by and on behalf of
LAING INVESTMENTS LIMITED

