

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4416057

The Registrar of Companies for England and Wales hereby certifies that
MC239 LIMITED

having by special resolution changed its name, is now incorporated

under the name of

AMEY (MARLBOROUGH STREET) HOLDINGS LIMITED

Given at Companies House, Cardiff, the 6th June 2002



C044160575



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

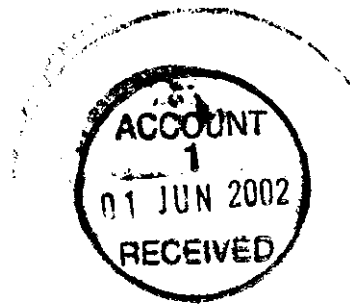


Companies House
— for the record —

HC006B

00400055

Company Number: 4416057



SPECIAL RESOLUTION

OF

MC239 LIMITED

INSTANT COMPANIES LIMITED, currently the sole member of the above-named Company, HEREBY PASSES the following written resolution pursuant to section 381A of the Companies Act 1985.

It is resolved:

That the name of the Company be changed to

Amey (Marlborough Street) Holdings Limited

Date: 31st May 2002

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(AUTHORISED SIGNATORY OF INSTANT COMPANIES LIMITED)

Jordans Limited
21 St. Thomas Street
Bristol BS1 6JS
Ref: BA2264

SMRES 1.CFP

