

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4620520

The Registrar of Companies for England and Wales hereby certifies that

CHARCO 1046 LIMITED

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

MERSEYRAIL SERVICES HOLDING COMPANY LIMITED

Given at Companies House, London, the 15th January 2003



C04620520E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

007303

Company No. 4620520

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

CHARCO 1046 LIMITED

Passed the 6th day of January 2003

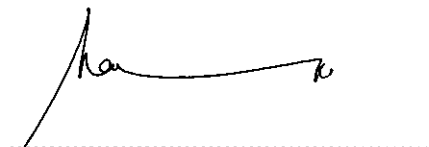
WE, the undersigned, being all of the Members of the Company for the time being entitled to attend and vote at General Meetings, hereby resolve that the following resolution be passed as a Written Resolution pursuant to S.381A of the Companies Act 1985:-

That the name of the Company be changed to:-

"Merseyrail Services Holding Company Limited".



.....
SIGNED for and on behalf of
HALCO MANAGEMENT LIMITED



.....
SIGNED for and on behalf of
HALCO SECRETARIES LIMITED

