

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

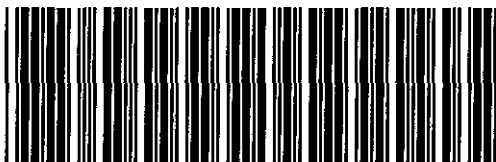
Company No. 4772485

The Registrar of Companies for England and Wales hereby certifies that
HACKREMCO (NO.2051) LIMITED

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

SOUTHERN WATER (NR) HOLDINGS LIMITED

Given at Companies House, London, the 18th June 2003



C04772485H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

No. 4772485

The Companies Act 1985



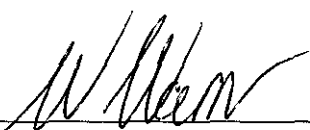
082266
Private Company Limited by Shares

Written Resolution of Hackremco (No. 2051) Limited

The following resolution was passed as a written resolution of the Company on 18 June 2003 in accordance with the Articles of Association of the Company.

Written Resolution

THAT the name of the Company be changed to Southern Water (NR) Holdings Limited


For and on behalf of
Hackwood Secretaries Limited

Hackwood Secretaries Limited (MIXH)
One Silk Street
London EC2Y 8HQ
Tel:- 020 7456 2000

