

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5149111

The Registrar of Companies for England and Wales hereby certifies that

BETA TOP CO LIMITED

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

AA TOP CO LIMITED

Given at Companies House, London, the 5th October 2004



C051491114



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

ACC
Company No. 5149111

We hereby certify this
to be a true copy of the
original.

Signed Clifford Chance LLP
Clifford Chance
Limited Liability Partnership
10 Upper Bank Street
London E14 5JJ



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

BETA TOP CO LIMITED (the "Company")

We, being all of the shareholders of the Company have considered certain matters relating to the proposed completion of the purchase of the entire share capital of AA Corporation Limited by Beta Acquisition Limited (the "**Proposed Transaction**").

We have also considered drafts of the following documents (together the "**Additional Documents**"):

(A) FINANCE DOCUMENTS

1. an agreed form intercreditor deed (to be dated on or about the date hereof) between, amongst others, Beta Top Co Limited, Beta SPC Co Limited, Beta Junior Mezzanine Co Limited, Beta Acquisition Co Limited, Barclays Bank PLC and other Financial Institutions listed therein as Senior Lenders, Barclays Bank PLC and other Financial Institutions listed therein as Mezzanine Lenders, Barclays Bank PLC and other Financial Institutions listed therein as Junior Mezzanine Lenders, Barclays Bank PLC as Senior Facility Agent, Barclays Bank PLC as Mezzanine Facility Agent, Barclays Bank PLC as Junior Mezzanine Facility Agent, Barclays Bank PLC as Security Agent, (all terms as defined therein).

(B) OTHER TRANSACTIONS DOCUMENTS

1. All the documents, whether or not in agreed form, to be signed prior to or on Completion pursuant to the sale and purchase agreement between GB Gas Holding Limited, Centrica PLC, Beta Acquisition Co Limited and the Company (the "**Sale and Purchase Agreement**" dated 30th June 2004, the entry into was approved by the Board of Directors of the Company, pursuant to the board meeting held on 25 June 2004) (the "**Supporting Documents**") the Supporting Documents include the Sellers Payable Novation and Sellers Receivable Assignment;
2. The revised subscription and shareholders' agreement (the "**Revised Subscription and Shareholders' Agreement**") expressed to be made between (1) the Company, (2) Beta



SPC Co Limited, (3) Beta Junior Mezzanine Co Limited, (4) Beta Acquisition Co Limited, (5) the Investors, and (5) the Managers (each as defined therein);

3. A copy of the final version of the articles of association (the "**New Articles**") which it is proposed should be adopted as the new articles of association of the Company in accordance with the provisions of the Revised Subscription and Shareholders' Agreement;
4. The Service Agreements;
5. The Junior Mezzanine Warrant Instrument;
6. The Junior Mezzanine Warrant Certificates;
7. The Mezzanine Warrant Instrument;
8. The Mezzanine Warrant Certificates; and
9. The Subscription Letter;
10. Put and call option agreement between the Company, the Permira Investors and the CVC Investors (each term as defined therein);
11. Put and call option agreement between the Company and Timothy Parker;
12. Put and call option agreement between the Company, the Permira Investors and the CVC Investors (each term as defined therein);
13. Put and call option agreement between the Company and Sir Trevor Chinn; and
14. Confirmation letter from the Company to Barclays Bank PLC;

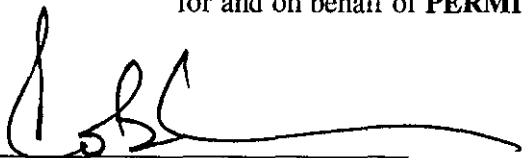
In accordance with section 381A of the Companies Act 1985 (as amended) we, being all of the members of the Company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which we were present, pass the following resolutions in writing:

IT IS HEREBY RESOLVED:

1. THAT we approve the execution by the Company of the Additional Documents;
2. THAT we approve the execution and delivery by the Company of the Additional Documents and any and all documents which may be required pursuant to, or in accordance with, the Additional Documents or in connection with the completion of the Proposed Transaction as a whole in each case with such amendments thereto as any director in his or her absolute discretion think fit;
3. THAT new articles of association in the form of the annexed draft, initialled by the chairman for the purpose of identification, be adopted in substitution of the Company's existing articles of association;

4. THAT the Company's existing authorised share capital, both issued and unissued, of 100 ordinary shares of £1 each be subdivided and converted into 980 "A" Ordinary Shares of £0.10 each (as defined in the New Articles) and 20 "B" Ordinary Share of £0.10 each (as defined in the New Articles), provided that the Register of Members would be amended to reflect the fact that the one ordinary share held by CVC European Equity Partners III LP would be converted into 10 "B" Ordinary Shares and that the one ordinary share held by Permira Europe III LP would be converted into 10 "B" Ordinary Shares;
5. THAT the Company's authorised share capital be increased from £100 to £204,712 by the creation of 999,020 "A" Ordinary Shares and 1,047,100 "B" Ordinary Shares each having the same rights as the Company's existing "A" Ordinary Shares and "B" Ordinary Shares;
6. THAT the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "Act"), to exercise all powers of the Company to allot relevant securities (within the meaning of that section) up to an aggregate nominal amount of £204,712 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 30th September 2009 but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to such offer or agreement;
7. THAT the directors be authorised to allot equity securities pursuant to section 94 of the Act as if section 89(1) of the Act did not apply; and
8. THAT the Company's name be changed to **AA Top Co Limited**.

for and on behalf of **PERMIRA EUROPE III GP LIMITED**

A handwritten signature in dark ink, consisting of a large, stylized 'L' followed by a series of loops and a long horizontal stroke.

for and on behalf of **CVC EUROPEAN EQUITY III LP**

30 September 2004

Date

L. Mc
LAURENCE MCNAUL,
DIRECTOR for and on behalf of **PERMIRA EUROPE III GP LIMITED**

for and on behalf of **PERMIRA EUROPE III GP LIMITED**

for and on behalf of **CVC EUROPEAN EQUITY III LP**

30 September 2004

Date _____