

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5149491

The Registrar of Companies for England and Wales hereby certifies that

PRECIS (2439) LIMITED

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

MGN GAS NETWORKS (JUNIOR FINANCE) LIMITED

Given at Companies House, London, the 6th August 2004



C051494915



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

No of Company: 5149491
THE COMPANIES ACT 1985
COMPANIES LIMITED BY SHARES
WRITTEN RESOLUTIONS



-of-

PRECIS (2439) LIMITED (THE "Company")

The following resolutions were duly passed by the Company's sole shareholder in writing on 6 August 2004:-

1. **THAT** the name of the Company be changed to MGN Gas Networks (Junior Finance) Limited.
2. **THAT** pursuant to the provisions of Section 252, Companies Act 1985, the Company dispenses with the laying of accounts and reports before the Company in general meeting.
3. **THAT** pursuant to the provisions of Section 366A, Companies Act 1985, the Company dispenses with the holding of annual general meetings.
4. **THAT** pursuant to the provisions of Section 386, Companies Act 1985, the Company dispenses with the obligation to appoint auditors annually.
5. **THAT** pursuant to the provisions of Section 369(4) and Section 378(3) of the Companies Act 1985 the Company hereby elects that the said provisions shall have effect in relation to the Company as if for the references to 95 per cent. therein there were substituted references to 90 per cent.
6. **THAT** pursuant to Section 80A(1), Companies Act 1985, the provisions of Section 80A of the said Act shall apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving, after the passing of this resolution, of an authority to allot shares.
7. **THAT** the sole Director, or at such time as the Company has more than one Director, the Directors, be hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot relevant securities (as defined in Section 80(2) of that Act) up to an aggregate nominal amount of £100 and that this authority shall be for an indefinite period.



 For and on behalf of Peregrine Secretarial Services Limited
 (Authorised Signatory)

