

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5202980

The Registrar of Companies for England and Wales hereby certifies that

MUTANDERIS 495 LIMITED

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

ELECTRICITY TRADING COMPANY LIMITED

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



C052029805



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

010440

Company Number: 5202980

THE COMPANIES ACT 1985
(as amended by the Companies Act 1989)



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION(S)

- of -

MUTANDERIS 495 LIMITED
("the Company")

Passed: 6 December 2004

By written resolution signed by or on behalf of the members of the Company, the following resolution(s) was/were passed on the date above:

1. CHANGE OF NAME

THAT the name of the Company be changed to: ELECTRICITY TRADING COMPANY LIMITED.

2. ELECTIVE RESOLUTIONS

2.1 Election as to duration of directors' authority to allot securities

THAT the Company resolves pursuant to Section 80A of the Companies Act that Section 80(4) and Section 80(5) of the Companies Act shall not apply to the company and that the Company be and is permitted with immediate effect to authorise its Directors to allot shares for a period in excess of five years.

2.2 Election to dispense with laying of accounts and reports before general meeting

THAT the Company resolves pursuant to Section 252(1) of the Companies Act 1985 that it be and is exempted with immediate effect from the obligation to lay annual accounts and reports before the Company in general meeting as required by Section 241 of the Companies Act 1985.

2.3 Election to dispense with the holding of annual general meetings

THAT the Company resolves pursuant to Section 366A of the Companies Act 1985 that it be and is exempted with immediate effect from the obligation to hold Annual General Meetings as required by Section 366 of the Companies Act 1985.

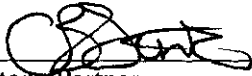
2.4 Election as to majority required to authorise short notice of meeting

THAT the Company resolves pursuant to Section 378(3) of the Companies Act 1985 that it be and is permitted with immediate effect to hold general meetings of which less than the requisite statutory period of notice has been given upon receiving the unanimous consent of not less than 90% of its members having the right to attend and vote at those meetings.



2.5 Election to dispense with the annual appointment of auditors

THAT the Company resolves pursuant to Section 386 of the Companies Act 1985 that it be and is exempted with immediate effect from the obligation to appoint auditors annually as required by Section 385 of the Companies Act 1985.



Laytons Partner

For and on behalf of

LAYTONS SECRETARIES LIMITED

Secretary