

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

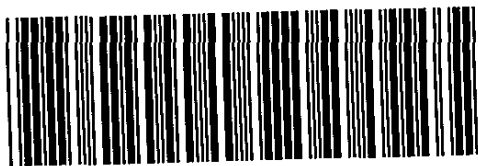
Company No. 5567332

The Registrar of Companies for England and Wales hereby certifies that
INTERCEDE 2067 LIMITED

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

WRG WREXHAM PFI HOLDINGS LIMITED

Given at Companies House, London, the 29th November 2005



C05567332S



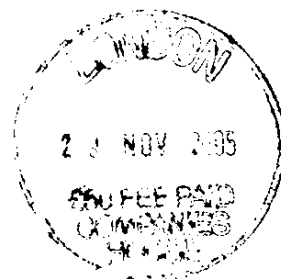
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



D62860

Registered Number: 5567332

THE COMPANIES ACT



INTERCEDE 2067 LIMITED

PRIVATE COMPANY LIMITED BY SHARES

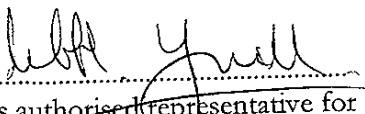
SOLE MEMBER'S DECISION
PURSUANT TO SECTION 382B
COMPANIES ACT 1985 (the "Act")

The following is a written record pursuant to section 382B of the Act of a decision of the sole member of the Company to pass a Special Resolution, which has effect as if agreed by the Company in general meeting:

SPECIAL RESOLUTION

That the name of the Company be changed to
WRG WREXHAM PFI HOLDINGS LIMITED

Sole Member:


as authorised representative for
Mitre House Nominees Limited

Date: 29/11/2005



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