

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6156553

The Registrar of Companies for England and Wales hereby certifies that

QUAYSHELFCO 1214 LIMITED

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

ITM POWER (TRADING) LIMITED

Given at Companies House, Cardiff, the 30th April 2007



C06156553T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

081423/50

Company Number 6156553

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

QUAYSHELFCO 1214 LIMITED
(the "Company")

PASSED ON 30 April 2007

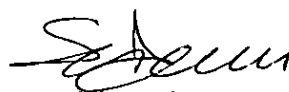
Pursuant to section 381A of the Companies Act 1985 (as amended) the undersigned being the sole member of the Company entitled to attend and vote at general meetings of the Company hereby makes the following resolutions, in the case of resolution number 1, a Special Resolution and in the case of resolutions numbered 2, 3 and 4 as Elective Resolutions

SPECIAL RESOLUTION

- 1 THAT the name of the Company be changed to ITM Power (Trading) Limited

ELECTIVE RESOLUTIONS

- 2 THAT, pursuant to Section 252 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting
- 3 THAT, pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of an annual general meeting
- 4 THAT, pursuant to Section 386 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the obligation to appoint auditors annually



for and on behalf of
NQH Limited

Date 30 April 2007

