

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6376249

The Registrar of Companies for England and Wales hereby certifies that

HOWPER 630 LIMITED

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

EFFICENS ENERGY MANAGEMENT LIMITED

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



C06376249T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

012360/50

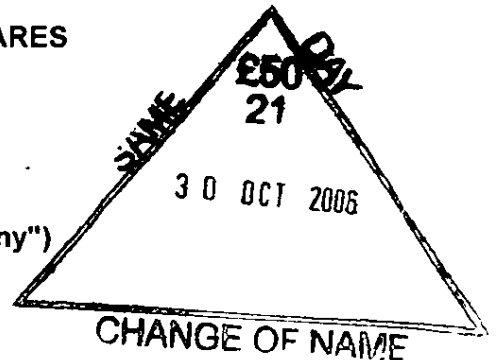
Company Number: 6376249

TUESDAY



A11 30/10/2007 76
COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
HOWPER 630 LIMITED (the "Company")



Circulation date 29 October 2007

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution (the "Resolution") is passed as an special resolution of the members of the Company

SPECIAL RESOLUTION

THAT the name of the company be changed to EFFICENS ENERGY MANAGEMENT LIMITED

Agreement: Please read the notes at the end of this document before signifying your agreement to the Resolution.

HP NOMINEES LIMITED being entitled to vote on the Resolution on 29 October 2007 hereby irrevocably agrees to the Resolution

Signed by * DARRELL LANT, a director of and for and on behalf of HP NOMINEES LIMITED

Signature of director of
HP NOMINEES LIMITED

Date of signature

DJ
29 October 2007

Notes:

- 1 If HP NOMINEES LIMITED agrees to the Resolution, it needs to indicate its agreement by having this document signed and dated by a director of HP NOMINEES LIMITED In addition, the full name of the director signing on behalf of HP NOMINEES LIMITED should

be inserted above where indicated by the asterisk This document must then be returned to the Company by delivering it by hand to or posting it to Howes Percival, Oxford House, Cliftonville, Northampton, NN1 5PN

- 2 If you do not agree to the Resolution you do not need to do anything you will not be deemed to have agreed to the Resolution by failing to reply
- 3 Once you have indicated your agreement to the Resolution you may not revoke that agreement
- 4 Unless before 25 November 2007 sufficient agreement has been received for the Resolution to pass, the Resolution will lapse If you do agree to the Resolution, please therefore ensure that this document, duly signed and dated as explained in Note 1 above, is received by Howes Percival, Oxford House, Cliftonville, Northampton, NN1 5PN before 25 November 2007
- 5 If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document