



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 206404

The Registrar of Companies for Scotland hereby certifies that

ALBA REGENERATION + POWER LIMITED

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

ALBA TRUSTEES LIMITED

Given at Companies House, Edinburgh, the 12th April 2002



\*CSC206404B\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

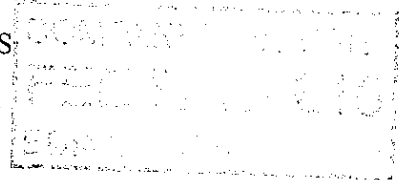
**C O M P A N I E S   H O U S E**

Company No. SC206404

GLASGOW  
CERTIFIED TRUE COPY  
*Wynne Macdonald*  
10-04-02

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



RESOLUTIONS IN WRITING

of

ALBA REGENERATION + POWER LIMITED (the "Company")

We, the undersigned, being all of the members of the Company for the time being who at the date of these resolutions are entitled to receive notice of and to attend and vote at a general meeting of the Company, hereby pass the following resolutions, the first as a Special Resolution and the others as Elective Resolutions and agree that the said resolutions shall, in accordance with section 381A of the Companies Act 1985 (as amended), for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. THAT the name of the Company be changed to Alba Trustees Limited.
2. THAT, in accordance with sections 252 and 379A of the Companies Act 1985, the Company elects to dispense with the laying of accounts and reports before the company in general meeting.
3. THAT, in accordance with sections 366A and 379A of the Act, the Company elects to dispense with the holding of annual general meetings.



4. THAT, in accordance with sections 379A and 386 of the Act, the Company elects to dispense with the obligation to appoint auditors annually.

Signed by



For and on behalf of Parkburn Limited

Date 2 APRIL 2002



Alex Traynor

Date 2 APRIL 2002