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CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 704176

The Registrar of Companies for England and Wales hereby certifies that

GEC ALSTHOM TRANSPORTATION PROJECTS LIMITED

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

ALSTOM TRANSPORTATION PROJECTS LTD

Given at Birmingham, the 22nd June 1998



C00704176L

M. GLAL., M. GUWES (MISS)

For The Registrar Of Companies



part of to Wayds

Company Number: 704176



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF GEC ALSTHOM Transportation Projects Limited

DATED June 17, 1998

At an Extraordinary General Meeting of the Company duly convened and held on June 17, 1998, the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

THAT with the consent of the Registrar of Companies the name of the Company be changed to ALSTOM Transportation Projects Ltd and that Clause 1 of the Company's Memorandum of Association be altered accordingly.

Certified to be a true copy

Chairmar

Date: 27 Me (49)