

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2774116

The Registrar of Companies for England and Wales hereby certifies that
BACHY OVERSEAS LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BACHY SOLETANCHE OVERSEAS LIMITED

Given at Companies House, Cardiff, the 18th March 1998



C02774116H

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies



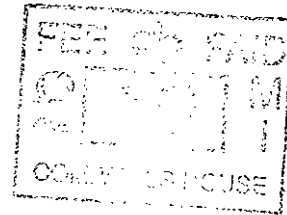
C O M P A N I E S H O U S E

HC006B

Certified to be a true
copy of the original

P. Coleman

P Coleman
Company Secretary



BB/225x21
(+C/C)
708453

Company No. 2774116

BACHY OVERSEAS LIMITED

WRITTEN MEMBERS' RESOLUTION
PURSUANT TO

S.381A COMPANIES ACT 1985



PURSUANT TO Section 381A Companies Act 1985 we, the undersigned, being all the members of the Company entitled at the date hereof to attend and vote at general meetings of the Company **HEREBY AGREE AND CONFIRM** that the following resolution shall for all purposes have effect as if it had been passed as a special resolution at a general meeting of the company duly convened and held. Accordingly **WE HEREBY RESOLVE:-**

THAT the name of the Company be changed to **BACHY SOLETANCHE OVERSEAS LIMITED**

P. Coleman

duly authorised for and on behalf of
Bachy Soletanche Holdings Limited

D E Sherwood

D E Sherwood

Date: 2 March 1998

