

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3481529

The Registrar of Companies for England and Wales hereby certifies that  
NORWEB DPL LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
NOR.WEB DPL LIMITED

Given at Companies House, Cardiff, the 23rd February 1998



\*C03481529M\*

*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies

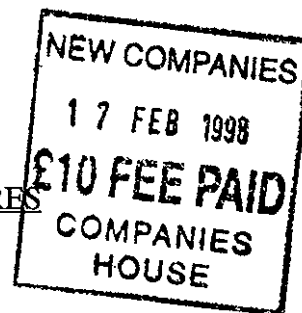


C O M P A N I E S H O U S E

HC006B

Company No. 3481529

THE COMPANIES ACTS 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
NORWEB DPL LIMITED  
DATED: 12th February 1998



WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company agree to and make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That the name of the Company be changed to:

NOR.WEB DPL LIMITED

For and on behalf of Inhoco Formations Limited

A handwritten signature in black ink, consisting of a large 'D' followed by a stylized 'M'.

.....  
Authorised Signatory of Inhoco Formations Limited

Dated: 12/02/98

