

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2283378

The Registrar of Companies for England and Wales hereby certifies that
HIGGS & HILL NO 2 PENSION TRUST LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SWAN HILL NO.2 PENSION TRUST LIMITED

Given at Companies House, Cardiff, the 27th January 1997



C02283378Q

G. Wookey
G. WOOKEY

For the Registrar of Companies



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

HC006B

HIGGS & HILL NO.2 PENSION TRUST LIMITED
2283378



**Extract of Minutes of
an Extraordinary General Meeting of the Company
Held at Crown House, Kingston Road, New Malden, Surrey
on 13 January 1997**

The Chairman proposed as a Special Resolution THAT, subject to all or substantially all of the Construction division of Higgs and Hill PLC being disposed of as well as those companies listed in the Share and Assets Purchase Agreement dated 16 December 1996, the name of the Company be changed to Swan Hill No.2 Pension Trust Limited. Having put the Resolution to the meeting, it was passed unanimously and the Chairman declared it duly passed as a Special Resolution.

Certified True Copy

A. G. Confavreux 17.1.97

A G CONFAVREUX
Group Company Secretary
Higgs and Hill PLC

