

FILE COPY



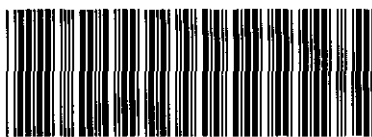
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2814418

The Registrar of Companies for England and Wales hereby certifies that  
MARKFIELD SAFEDRIVE LIMITED

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

Given at Companies House, Cardiff, the 13th January 2004



\*C02814418C\*



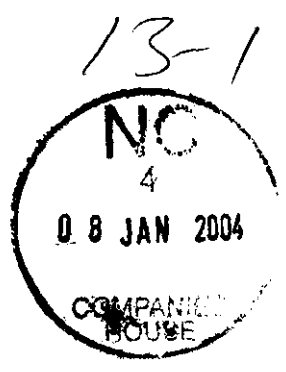
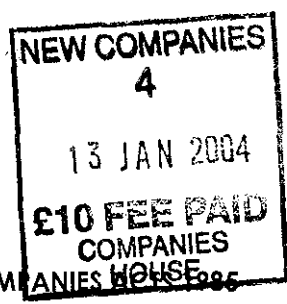
THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

CON 59191 RWT

Company No 02814418



PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF MARKFIELD SAFEDRIVE LIMITED

Dated this 31 day of December 2003

We, the undersigned, being all the members of the above named company (the "Company") who, at the date of this resolution would be entitled to attend and vote at general meetings of the company, **HEREBY PASS** the following resolution as a special resolution and agree that the said resolution shall, for all purposes be as valid and effective as if the same had been passed by us all at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

THAT pursuant to section 28 of the Companies Act 1985 the Company change its name to Carillion Drivesafe Limited.

By and on behalf of  
The Markfield Group Limited

