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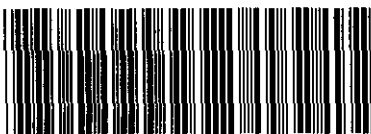
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2877397

The Registrar of Companies for England and Wales hereby certifies that
ACCORD POWER LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ACCORD ENERGY (TRADING) LIMITED

Given at Companies House, Cardiff, the 27th November 2001



C02877397Q



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

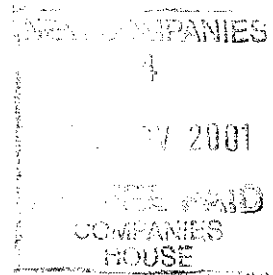
HC006B

124883

ACCORD POWER LIMITED

Company No:
2877397

Passed:
9 November 2001



The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at Millstream, Maidenhead Road, Windsor, SL4 5GD on Friday 9 November 2001 at 2.00 pm the following Resolutions were duly passed as Special Resolutions

Special Resolution

1. "That the name of the Company be changed to Accord Energy (Trading) Limited."
2. "That the objects of the Company be amended by the addition of Clause 3(A) 2 as follows:

3(A) 2 To carry on the business of a finance and investment company and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to construct, reconstruct, alter, improve, decorate, furnish and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to and enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income, to undertake and provide management, administration and consultancy services of all kinds and to enter into, assist or participate in financial, commercial mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any companies of which this Company is a Member or which are in any manner controlled by, or connected with this Company.

And the subsequent Clauses 3(A)2 and 3(A)3 be renumbered as 3(A)3 and 3(A)4 respectively.

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Chairman

F. J. B. J. B. J. B.

.....
Date

9/11/2001



A03
COMPANIES HOUSE

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24/11/01