

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

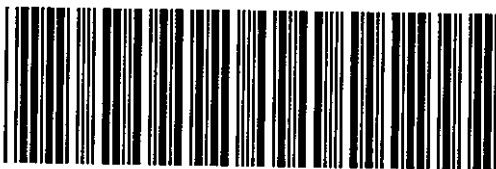
Company No. 2939644

The Registrar of Companies for England and Wales hereby certifies that
UK HIGHWAYS PLC

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

UK HIGHWAYS M40 (HOLDINGS) PLC

Given at Companies House, Cardiff, the 9th May 1997



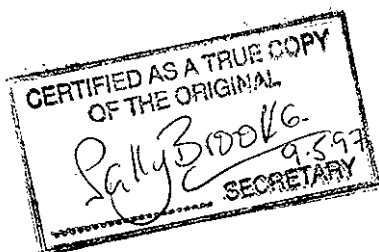
C029396448

C. Griffiths
C. GRIFFITHS

For The Registrar Of Companies



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



Company No 2939644

The Companies Act 1985-89

Company Limited by Shares

Special Resolution

of

UK Highways PLC



At an Extraordinary General Meeting of the Company held at PO Box 295, Alexandra Gate, Rover Way, Cardiff on 9 May 1997 the following resolution was passed as a Special Resolution of the Company:

Special Resolution

That the name of the Company be changed to UK Highways M40 (Holdings) plc.

Secretary
on behalf of
UK Highways plc

NWB
000112
£000x2