

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

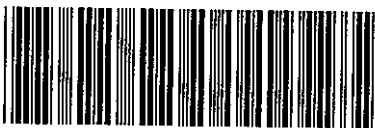
Company No. 3033261

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

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

Given at Companies House, Cardiff, the 26th January 1996

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



C03033261P

For the Registrar of Companies



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

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**WRITTEN RESOLUTION OF MEMBER IN LIEU OF
MEETING PURSUANT TO REGULATION 53 OF
THE COMPANY'S ARTICLES OF ASSOCIATION**



COMPANY NUMBER 3033261

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF INSUREDRESS LIMITED

Dated this 15 day of January 1996 at 2 pm

I, the undersigned, being the sole member of 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 at a general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

That subject to the approval of the Registrar of Companies the name of the Company be changed to "GenGas Limited".

RD Edmunds

for and on behalf of
South Western Electricity plc

