

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3059235

The Registrar of Companies for England and Wales hereby certifies that

YORKSHIRE LINK (HOLDINGS) LIMITED

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

CONNECT M1-A1 HOLDINGS LIMITED

Given at Companies House, London, the 2nd June 2004



C030592351



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

303764

Company no. 3059235

YORKSHIRE LINK (HOLDINGS) LIMITED
(the "Company")
MEMBERS' WRITTEN RESOLUTION



We, the undersigned, being all the members of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree pursuant to Article 8 of the Company's articles of association to the passing of the resolution set out below (which would otherwise be required to be passed as a special resolution) by way of written resolution

THAT:

the name of the Company be changed from Yorkshire Link (Holdings) Limited to Connect M1-A1 Holdings Limited.

for and on behalf of
Macquarie Yorkshire Limited

for and on behalf of
Balfour Beatty plc

Date: 24 May 2004

