



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

Company No. 3600820

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

having by special resolution changed its name, is now incorporated under the name of GPU POWER ENGINEERING LIMITED

Given at Companies House, Cardiff, the 16th March 2000

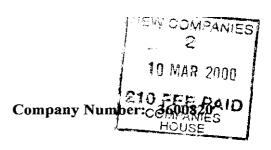


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The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

Pursuant to Section 378(2) of the Companies Act 1985

Of

MEB Energy Limited

Passed 3 March 2000

At an extraordinary general meeting of the Company, duly convened and held on Friday 3 March 2000 the following resolution was duly passed as a special resolution:

THAT the name of the Company be changed to:

GPU Power Engineering Limited

COMPANY SECRETARY

A15 COMPANIES HOUSE 0348