

FILE COPY



CERTIFICATE OF INCORPORATION ON RE-REGISTRATION OF AN UNLIMITED COMPANY AS A PUBLIC COMPANY

Company No. 3892782

The Registrar of Companies for England and Wales hereby certifies that

INNOGY PLC

formerly registered as unlimited, has this day been re-registered under the Companies Act 1985 as a public company and that the company is limited.

Given at Companies House, London, the 18th August 2000



N. Richards.
MR. N. RICHARDS

For The Registrar Of Companies



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