

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4236804

The Registrar of Companies for England and Wales hereby certifies that

RWE TRADING DIRECT LIMITED

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

GAZ DE FRANCE MARKETING LIMITED

Given at Companies House, London, the 22nd November 2002



C04236804L



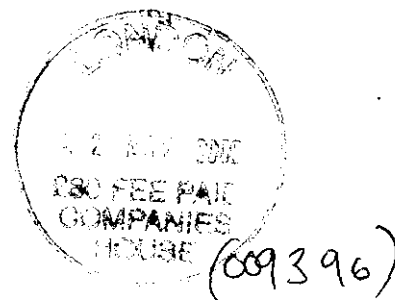
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

No. 4236804

THE COMPANIES ACT 1985
RWE TRADING DIRECT LIMITED
WRITTEN RESOLUTION



In accordance with the section 381A of the Companies Act 1985, we, the undersigned, being the sole member of the Company who (at the date of this resolution) would be regarded for the purposes of such section as entitled to attend and vote at a general meeting of the Company, hereby agree to the passing of the following resolution (which would otherwise be required to be passed as a special resolutions by way of written resolution).

THAT:

" the name of the Company be changed to "Gaz de France Marketing Limited" "

[Signature]
for and on behalf of
RWE Trading GmbH
(Dr. Verweyen)

[Signature]
(Dr. Mayfield)

Date: 18 November 2002

