



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 200459

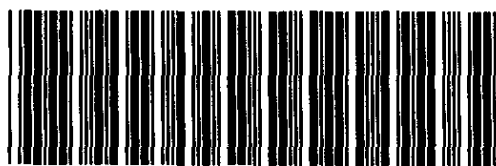
The Registrar of Companies for Scotland hereby certifies that

LEDGE 494 LIMITED

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

HIGHLAND ENERGY HOLDINGS LIMITED

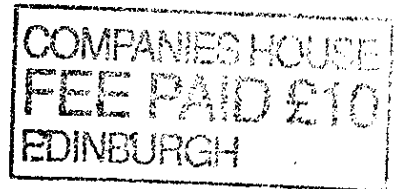
Given at Companies House, Edinburgh, the 4th July 2000



CSC2004593



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



COMPANY NUMBER 200459

SECTION 381A COMPANIES ACT 1985

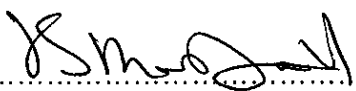
LEDGE 494 LIMITED ("the Company")

WRITTEN RESOLUTIONS

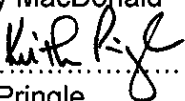
We, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

RESOLVED

1. That the name of the Company be changed to "Highland Energy Holdings Limited".


.....
Jeffrey MacDonald

Date 2/6/00


.....
Keith Pringle

Date 2/6/00

.....
David Williams

Date

.....
Alexander Hunter

Date

.....
Donald Ferguson

Date

.....
Christopher Bate

Date

.....
Mark Sword

Date

.....
for and on behalf of
3i Group plc

Date

.....
for and on behalf of
The Royal Bank Project Investments Limited

Date



SCT S8EL2RQI 0936
COMPANIES HOUSE 28/06/00

COMPANY NUMBER 200459

SECTION 381A COMPANIES ACT 1985

LEDGE 494 LIMITED ("the Company")

WRITTEN RESOLUTIONS

We, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

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Jeffrey MacDonald

Date

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Keith Pringle

Date

.....
David Williams

Date 2nd June 2000

.....
Alexander Hunter

Date

.....
Donald Ferguson

Date

.....
Christopher Bate

Date 6 June 2000

.....
Mark Sword

Date

.....
for and on behalf of
3i Group plc

Date

.....
for and on behalf of
The Royal Bank Project Investments Limited

Date



COMPANY NUMBER 200459

SECTION 381A COMPANIES ACT 1985

LEDGE 494 LIMITED ("the Company")

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Keith Pringle

Date

David Williams

Date

Alexander Hunter

Date 2/6/00

Donald Ferguson

Date

Christopher Bate

Date

Mark Sword

Date

for and on behalf of
3i Group plc

Date



SCT S8EL4RQK 0934
COMPANIES HOUSE 28/06/00

COMPANY NUMBER 200459
SECTION 381A COMPANIES ACT 1985
LEDGE 494 LIMITED ("the Company")
WRITTEN RESOLUTIONS

We, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

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Jeffrey MacDonald

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Keith Pringle

Date

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David Williams

Date

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Alexander Hunter

Date

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Donald Ferguson

Date 5 June 2000

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Christopher Bate

Date

.....
Mark Sword

Date

.....
for and on behalf of
3i Group plc

Date

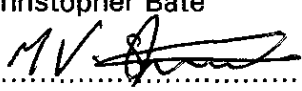


COMPANY NUMBER 200459
SECTION 381A COMPANIES ACT 1985
LEDGE 494 LIMITED ("the Company")
WRITTEN RESOLUTIONS

We, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve as follows:-

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1. That the name of the Company be changed to "Highland Energy Holdings Limited".

..... Jeffrey MacDonald	Date
..... Keith Pringle	Date
..... David Williams	Date
..... Alexander Hunter	Date
..... Donald Ferguson	Date
..... Christopher Bate	Date
 Mark Sword	Date <i>5th June 2000</i>
..... for and on behalf of 3i Group plc	Date



.....
.....
for and on behalf of
3i Group plc

Date 6 June 2000

.....
.....
for and on behalf of
The Royal Bank Project Investments Limited

Date

for and on behalf of
FIRST RESERVE FUND VIII, L.P.
By: First Reserve G.P. VIII, L.P.
Its: General Partner
By: First Reserve Corporation
Its: General Partner

Date 6 June 2000

.....
.....
Managing Director



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.....
for and on behalf of
3i Group plc

[Handwritten signature]

.....
for and on behalf of
The Royal Bank Project Investments Limited

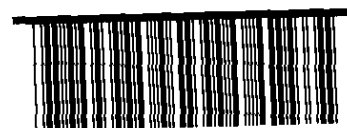
for and on behalf of
FIRST RESERVE FUND VIII, L.P.
By: First Reserve G.P. VIII, L.P.
Its: General Partner
By: First Reserve Corporation
Its: General Partner

.....
.....
Managing Director

Date

Date 6 June 2000

Date



SCT S8EL8RQ0 0930
COMPANIES HOUSE 28/06/00

.....

Date

.....

for and on behalf of
3i Group plc

.....

Date

.....

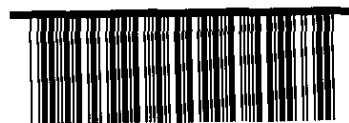
for and on behalf of
The Royal Bank Project Investments Limited

for and on behalf of
FIRST RESERVE FUND VIII, L.P.
By: First Reserve G.P. VIII, L.P.
Its: General Partner
By: First Reserve Corporation
Its: General Partner

.....
Will Hayman
.....

Date 5 June 2000

.....
Managing Director



SCT S8EL9RQP 0929
COMPANIES HOUSE 28/06/00