

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2706333

The Registrar of Companies for England and Wales hereby certifies that

VOLUNTEER ENERGY LIMITED

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

VOLUNTEER ENERGY GROUP LIMITED

Given at Birmingham, the 24th May 2000



C02706333N

A handwritten signature in black ink, appearing to read 'D Bailey'.

D BAILEY (MR)

For The Registrar Of Companies



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

Barclays
102065



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION
OF
VOLUNTEER ENERGY LIMITED
(Company Number 2706333)

pursuant to Section 381 A of the Companies Act 1985
(Passed on *20 April* 2000)

We, the undersigned, being all the members for the time being of the above named Company entitled to attend and vote at general meetings thereof **HEREBY PASS** the following resolution as a special resolution of the Company as specified below pursuant to section 381A Companies Act 1985 and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

SPECIAL RESOLUTION:

THAT the name of the Company be changed to "Volunteer Energy Group Limited"

.....
For and on behalf of GDF International S.A.