

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5088289

The Registrar of Companies for England and Wales hereby certifies that

BETA SPC CO LIMITED

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

AA SPC CO LIMITED

Given at Companies House, Cardiff, the 4th October 2004



C050882893



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Company No. 5088289

00400107/80

We hereby certify this to be a true and correct copy of the original

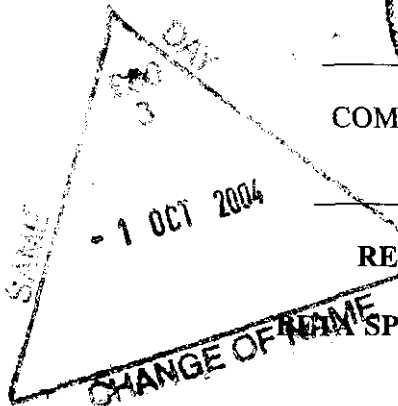
Signed Clifford Chance LLP

Clifford Chance LLP
Limited Liability Partnership
10 Upper Bank Street
London

THE COMPANIES ACTS 1985 AND 1989



COMPANY LIMITED BY SHARES



RESOLUTIONS IN WRITING

AA SPC CO LIMITED (the "Company")



LD2 COMPANIES HOUSE 0081 01/10/04

We, being the sole shareholder of the Company have considered certain matters relating to the proposed completion of the purchase of the entire issued share capital of AA Corporation Limited by Beta Acquisition Co Limited (the "Proposed Transaction").

We have also considered drafts of the following documents (together the "Additional Documents"):

(A) FINANCE DOCUMENTS

1. An agreed form intercreditor deed (to be dated on or about the date hereof) between, amongst others, Beta Top Co Limited, Beta SPC Co Limited, Beta Junior Mezzanine Co Limited, Beta Acquisition Co Limited, Barclays Bank PLC and other Financial Institutions listed therein as Senior Lenders, Barclays Bank PLC and other Financial Institutions listed therein as Mezzanine Lenders, Barclays Bank PLC and other Financial Institutions listed therein as Junior Mezzanine Lenders, Barclays Bank PLC as Senior Facility Agent, Barclays Bank PLC as Mezzanine Facility Agent, Barclays Bank PLC as Junior Mezzanine Facility Agent, Barclays Bank PLC as Security Agent, (all terms as defined therein);
2. An agreed form inter-company loan agreement (to be dated on or about the date hereof) between Beta SPC Co Limited and Beta Junior Mezzanine Co Limited, (all terms as defined therein), (the "Permanent Securities Agreement");
3. An agreed form share charge (to be dated on or about the date hereof) between Beta SPC Co Limited as Charging Company, Barclays Bank PLC as Security Agent and Beta Junior Mezzanine Co Limited as the Parent (all terms as defined therein); and
4. An agreed form security assignment (to be dated on or about the date hereof) between Beta SPC Co Limited as Company, Barclays Bank PLC as Security Agent and Beta Junior Mezzanine Co Limited as the Parent, (all terms as defined therein).

(B) **OTHER TRANSACTION DOCUMENTS**

1. All the documents, whether or not in agreed form, to be signed prior to or on Completion pursuant to the sale and purchase agreement between GB Gas Holding Limited, Centrica PLC, Beta Acquisition Co Limited and Beta Top Co (the "**Sale and Purchase Agreement**"), dated 30th June 2004, the entry into was approved by the Board of Directors of the Company, pursuant to the board meeting held on 25 June 2004 (the "**Supporting Documents**") the Supporting Documents include the Sellers Payable Novation and Sellers Receivable Assignment;
2. The revised subscription and shareholders' agreement (the "**Revised Subscription and Shareholders' Agreement**") expressed to be made between (1) the Company, (2) Beta Top Co Limited, (3) Beta Junior Mezzanine Co Limited, (4) Beta Acquisition Co Limited, (5) the Investors, and (5) the Managers (each as defined therein);
3. The New Articles proposed to be adopted;
4. The Subordinated Preference Certificates Instrument;
5. The Subordinated Preference Certificates;
6. Bonus scheme arrangement letter from the Company to Sir Trevor Chinn; and
7. Bonus scheme arrangement letter from the Company to Timothy Parker.

In accordance with section 381A of the Companies Act 1985 (as amended) we, being the sole member of the Company who would, at the date of these resolutions, have been entitled to vote upon them as if they had been proposed at a general meeting at which we were present, pass the following resolutions in writing:

IT IS HEREBY RESOLVED:

8. THAT we approve the execution by the Company of the Additional Documents;
9. THAT we approve the execution and delivery by the Company of the Additional Documents and any and all documents which may be required pursuant to, or in accordance with, the Additional Documents or in connection with the completion of the Proposed Transaction as a whole in each case with such amendments thereto as any director in his or her absolute discretion think fit;
10. THAT new articles of association in the form of the annexed draft, initialled by the chairman for the purpose of identification, be adopted in substitution of the Company's existing articles of association;
11. THAT the Company's authorised share capital be increased from £100 to £ 547,950 by the creation of 547,850 ordinary shares of £1 each, each having the same rights as the Company's existing ordinary shares;
12. THAT the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the "**Act**"), to exercise all powers of the Company to allot

relevant securities (within the meaning of that section) up to an aggregate nominal amount of £547,950 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) on 30th September 2009 but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities pursuant to such offer or agreement;

13. THAT the directors be authorised to allot equity securities pursuant to section 94 of the Act as if section 89(1) of the Act did not apply; and
14. THAT the Company's name be changed to **AA SPC CO Limited**.

Charles Sherwood

for and on behalf of **BETA TOP CO LIMITED**

30 September 2004

Date