



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 189125

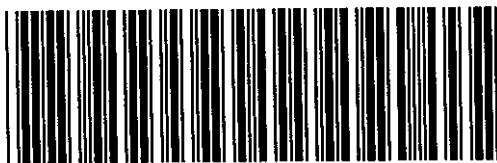
The Registrar of Companies for Scotland hereby certifies that

RANDOTTE (NO. 462) LIMITED

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

ScottishPower Distribution Limited

Given at Companies House, Edinburgh, the 14th December 1998



CSC189125D

J. HENDERSON
Registrar Of Companies



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

Company Number 189125

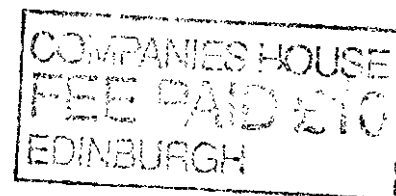
THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

RANDOTTE (NO. 462) LIMITED

SPECIAL AND ELECTIVE RESOLUTIONS

(Passed on 1 December 1998)



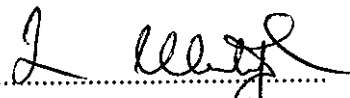
At an Extraordinary General Meeting of Randotte (No. 462) Limited, duly convened and held at 2nd Floor, Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2ET on 1 December 1998 the following resolutions were passed as special resolutions and elective resolutions:-

SPECIAL RESOLUTIONS

- (i) THAT the name of the company be changed to ScottishPower Distribution Limited.
- (ii) THAT the Company, being a dormant company from the time of its formation, be exempted from the provisions of Part VII of the Companies Act 1985 (as amended) ("the Act") relating to the audit of accounts, in accordance with section 250 of the Act and thereby exempt from the obligation imposed by section 384 of the Act to appoint auditors, until such time as the Company ceases to be dormant or would no longer qualify (for any other reason) to make itself exempt by passing a resolution under section 250 of the Act.
- (iii) THAT the regulations contained in the document produced to the meeting and signed for the purpose identification by the chairman be and are hereby adopted as the Articles of Association of the Company in substitution for, and to the entire exclusion of the existing Articles of Association of the Company.

ELECTIVE RESOLUTIONS

- (iv) THAT the Company dispense with the requirements of section 241 of the Act to lay accounts and reports before the Company in general meeting, in accordance with section 252 of the Act; and
- (v) THAT the Company dispense with the requirement under section 366 of the Act to hold an annual general meeting, in accordance with section 366A of the Act.

..... 
Director

