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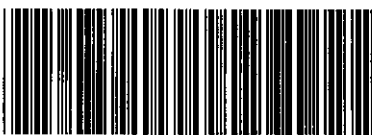
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1689416

The Registrar of Companies for England and Wales hereby certifies that
M.P. BURKE PLC

having by special resolution changed its name, is now incorporated
under the name of
SSE UTILITY SERVICES PLC

Given at Companies House, Cardiff, the 8th February 2002



C016894167



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

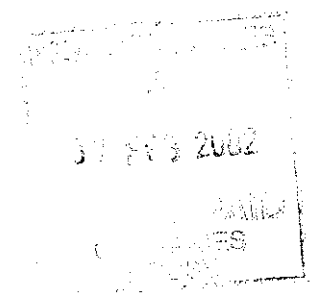


Companies House
— for the record —

HC006B

000219

1689416



M P Burke plc

Notice is hereby given that an Extraordinary General Meeting will be held at 200 Dunkeld Road, Perth, PH1 3AQ on Wednesday 6 February 2002 at 2pm for the purpose of considering and, if thought fit, passing the following resolution as a Special Resolution.

Special Resolution

"That the name of the Company be changed to SSE Utility Services plc."

By Order Of The Board, Dated Wednesday 6 February 2002

Lawrence John Vincent Donnelly
Secretary



Note:

A member entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a member of the company.