

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2264638

The Registrar of Companies for England and Wales hereby certifies that
SUEZ ENVIRONNEMENT UK LIMITED

having by special resolution changed its name, is now incorporated
under the name of
SUEZ ENVIRONMENT UK LIMITED

Given at Companies House, Cardiff, the 14th April 2005



C02264638D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

076984/10

COMPANY No. 02264638
THE COMPANIES ACT 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF



SUEZ ENVIRONNEMENT UK LIMITED
("the Company")

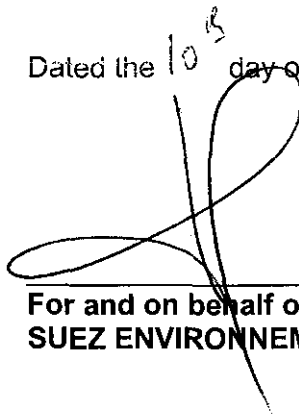
Pursuant to Section 381A of the Companies Act 1985, we, being the sole member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company hereby resolve as follows:

SPECIAL RESOLUTION

THAT the Company name be changed to

SUEZ ENVIRONMENT UK LIMITED

Dated the 10th day of February 2005


JM BOURSIER
Senior Executive W Finance

For and on behalf of
SUEZ ENVIRONNEMENT SA

