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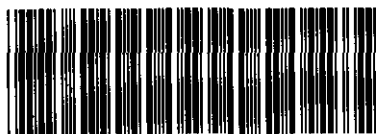
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5528602

The Registrar of Companies for England and Wales hereby certifies that
3456TH SINGLE MEMBER SHELF TRADING COMPANY LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GUTTERIDGE HASKINS & DAVEY LIMITED

Given at Companies House, Cardiff, the 26th October 2005



C05528602P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Company Number: 5528602



THE COMPANIES ACT 1985



A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RECORD OF THE DECISIONS OF THE SOLE MEMBER OF

3456TH SINGLE MEMBER SHELF TRADING COMPANY LIMITED
(THE "COMPANY")

PROVIDED PURSUANT TO SECTION 382B(1) OF THE COMPANIES ACT 1985

(decisions taken on 28/09/2005)

28/09/ Pursuant to section 382B(1) of the Companies Act 1985, the sole member of the Company has provided the Company with a written record of the following decisions taken on 2005, being decisions which may be taken by the Company in general meeting and which have effect as if agreed by the Company in general meeting as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. That the name of the Company be changed to Gutteridge Haskins & Davey Limited.
2. That the Memorandum of the Company be changed so as to add the following objects to Article 3:

"(a) to carry on the business of consulting engineers, architects, surveyors, environmental scientists, planners and community consultants, project and programme managers, facilities and asset managers, management consultants, project evaluators, laboratory operators, designers of gas pipelines, design development and intallation of systems, site remediation consultants/contractors, property occupiers, lessees, and all incidental and associated operations trades and activities, including in relation to railways, roadways, tramways, bridges, tunnels, docks, harbours, piers, wharfs, canals, reservoirs, embankments, irrigation systems, ground reclamations, sewerage, drainage, sanitary, water, oil, gas, electric lights, telephone, telegraphic, power supply works, hotels, warehouses, sports facilities, airports and public bulidings, defence facilities, mining infrastructure and reinforced concrete structures of all kinds;

(b) to carry on any other trade or business, whether subsidiary, similar or analagous to the above businesses or to carry on all or any of the businesses of, and to carry out any of the operations performed (whether on the company's account or otherwise) by traders, merchants, agents, importers, exporters, shippers, advertisers, distributors, owners, hirers, operators, letters on hire, manufacturers, and dealers, of and in goods, wares, products,

stores, commodities, consumable articles, merchandise, chattels and effects of all kinds; to carry on all or any of the businesses of providing services of all kinds, and acting as consultants, advisers, specialists, financiers and capitalists; and to participate in, undertake, perform and carry out all kinds of commercial, industrial, trading and financial operations and enterprise;"

Signed: FCa GnyS
For and on behalf of
Serjeants' Inn Nominees Limited

Date: 28/09/05