Name Change Documentation
Ferrovial Infraestructuras
English Translation
CLASS 8ª
(TRADUCCIÓN JURADA DEL ORIGINAL EN ESPAÑOL AL INGLÉS)
(SWORN TRANSLATION FROM SPANISH ORIGINAL INTO ENGLISH)

NUMBER ONE THOUSAND FOUR HUNDRED AND TWENTY
At MADRID, this the thirty-first day of May of the year Two thousand two.
Before me, RODRIGO TENA ARREGUI, a member of the Association of
Notaries Public of Madrid, with residence in the Capital;

APPEARETH:

MR. LUCAS OSORIO ITURMENDI, of legal age, married, with address
for the purpose herein in Madrid, at Plaza de Manuel Gómez Moreno no. 2,
Edificio Alfredo Mahou, and with Personal ID Card/Taxpayer’s ID No.
5.202.458-L.

ACTING
On behalf of the Company named as from this public deed “FERROVIAL
INFRAESTRUCTURAS, S.A.,” with registered office in Madrid, at calle
Príncipe de Vergara number 135; incorporated with unlimited duration and with
the name “NAGRELA, S.A.” by means of a deed of 29th June 2000, executed in
the presence of the Madrid Notary Public Mr. Antonio Francés y de Mateo, with
number 2,850 of his protocol. Registered with the Company’s Registry of
Madrid in Volume 15,554, Leaf 210, Page number M-261,770,1st entry.
The Corporate Taxpayer’s ID (CIF) code thereof is No. is A-82725482.
He is representing the Company by virtue of his office of Secretary of the Board of Directors of the Company, for which he was appointed by virtue of the resolutions recorded as a public document in the deed executed in my presence, simultaneously, with the following number of my protocol.

The gentleman appearing represents that his powers are in force and that they have not been altered and there have been no amendments in the existence or legal capacity of the Company he represents.

I, the Notary Public, identify him by the ID Card stated above and I judge him as having the necessary legal capacity to execute this DEED OF CHANGE OF GOVERNING BODY, AMENDMENT OF ARTICLES OF ASSOCIATION, CHANGE OF COMPANY NAME AND APPOINTMENT TO POSTS, and, by virtue of the above,

WITNESSETH

I. Whereas the Universal Meeting of Shareholders the Company, at its meeting held on 20th May 2002, unanimously passed the resolutions shown on the minutes of the Meeting which, signed by the Joint Administrators of the Company at the time, namely, MR. IGNACIO DE FELIPE FERNÁNDEZ and MR. JAVIER ROMERO SULLÁ, whose signatures I, the Notary Public, consider genuine, I am incorporating to this original deed and hereby deem reproduced for all legal purposes.

II. Whereas he intends to record as a public deed the resolutions stated in the preceding recital, which he does by means of the following.

[Seal: HERNANDO ALFREDO BARRIOS Y PRIETO
SWORN TRANSLATOR OF ENGLISH, FRENCH AND ITALIAN
C/ Mayor, 1-2 (Puerta del Sol)
Tel. 91 532 01 09
Fax 91 532 66 91
28013 - MADRID]

[Signature: BRUNO MORENO RAMOS
Intérprete Jurado de Ingles
Guatemala, 8, 28016 - MADRID
91 356 67 46 - brunomoreno@hotmail.com]
EXECUTION

ONE. The Universal Meeting of Shareholders the Company, at its meeting held on 20th May 2002, resolved to:

1. **Modify the Governing Body** of the Company, which shall go from having two Joint Administrators to being a **BOARD OF DIRECTORS** made up by five members.

2. As a consequence of the preceding resolution, **to modify Articles 19, 22, 23 and 25 of the Articles of Association**, which shall be replaced by Articles 19, 22, 23 and 25 to 30, and renumber Articles 26 to 31, which shall now be articles 31 to 36, with the wording shown on the minutes incorporated to the deed herein, and which is hereby deemed reproduced for all legal purposes.

3. **Accept the resignation** of the Joint Administrators of the Company, namely, MR. IGNACIO DE FELIPE FERNÁNDEZ AND MR. JAVIER ROMERO SULLÁ, thanking them for their services.

4. **Appoint as Directors** of the Company, for a period of five years, the following individuals:

   - **MR. RAFAEL DEL PINO Y CALVO-SOTELO**, of legal age, a widower, with address for the present purposes in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 790.728-B

   - **MR. JOAQUÍN AYUSO GARCÍA**, of legal age, married, with address for the present purposes in Madrid, at calle Príncipe de Vergara Number 135, and

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BRUNO MORENO RAMOS
Intérprete Jurado de inglés Guatemala, 8, 28016 - MADRID 91 350 67 49 - brunorenobar@gmail.com
with Personal ID Card (DNI)/Taxpayer’s id (NIF) No. 2.193.295-S.

- **MR. JOSÉ MARÍA PÉREZ TREMPS**, of legal age, married, with address for the present purposes in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 2.488.613-J.

- **MR. NICOLÁS VILLÉN JIMÉNEZ**, of legal age, married, with address for the present purposes in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 50.019.103-Z.

- **MR. JUAN BEJAR OCHOA**, of legal age, married, with address for the present purposes in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 1.499.769-P.

The gentlemen appointed, present at the meeting, accepted their appointments, stating that they were not subject to any of the causes of incompatibility established in the laws in force.

5. **Change the name of the company**, which shall hereafter be named **FERROVIAL INFRAESTRUTURAS, S.A.** The gentleman appearing delivers unto me the corresponding certificate regarding the suitability of the name, which I, the Notary Public, join to this original deed.

He certifies the publication of the said resolution in the journals “LA GACETA DE LOS NEGOCIOS” and “CINCO DÍAS” in their respective Editions.
of 30th May 2002. I have incorporated genuine photocopies of the said advertisements.

In consequence, it is resolved to give a new wording to Article 1 of the Articles of Association, which shall subsequently have the contents shown on the minutes incorporated to the deed herein and which is deemed reproduced here.

TWO. The gentleman appearing represents: a) that if the Registrar points out any defects in the deed, he expressly requests that it be partially registered pursuant to Article 63 of the Business Registry Regulations; b) that the minutes referred to in this deed were signed and unanimously passed at the end of the same.

Thus he states and executes.

The legal reserves and caveats were made, especially those relating to taxation, those relating to Article 5 of Organic Act 15/1999, on the protection of data of a personal nature, and Article 82 of the Business Registry Regulations.

I attest that consent has been freely given and that the execution is in accordance with the law and to the duly informed will of the executor. Pursuant to the provisions in art. 17 bis of the Notaries Act, the document herein is approved by a Notary Public and its contents are presumed to be truthful and complete.

The gentleman appearing thus executes it, who states that he has chosen to read this document, ratifies it and signs with me.

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And I, the Notary Public, attest the present document, drawn up on three leaves of exclusive paper, the present one and the two preceding ones in reverse order.

The signature of the gentleman appearing is shown. The sign, signature, flourish and seal of the authorising Notary Public are shown.

FOLLOWED BY ATTACHED DOCUMENTS

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MINUESTES OF THE UNIVERSAL GENERAL MEETING OF
SHAREHOLDERS OF THE COMPANY “NAGRELA, S.A.” HELD ON 20 MAY
2002

In Madrid, at the registered office, at calle Príncipe de Vergara, 135, at 10:30
a.m. on 20th May 2002, the Universal General Meeting of Shareholders of the
Company “NAGRELA, S.A.” is held, to discuss the following items on the
AGENDA

1. CHANGE OF THE GOVERNING BODY OF THE COMPANY, FROM
   TWO JOINT ADMINISTRATORS TO A BOARD OF DIRECTORS, AND
   CONSEQUENTIAL AMENDMENT OF ARTICLES 19, 22, 23 AND 25, WHICH
   SHALL BE REPLACED BY ARTICLES 19, 22, 23 AND 25 TO 30, AND TO
   RENUMBER ARTICLES 26 TO 31, WHICH SHALL BECOME ARTICLES 31
   TO 36.
2. RESIGNATION OF ADMINISTRATORS.
3. APPOINTMENT OF DIRECTORS.
4. CHANGE OF COMPANY NAME AND CONSEQUENTIAL CHANGE OF
   ARTICLES OF ASSOCIATION.
5. DELEGATION OF POWERS.
6. APPROVAL OF THE MINUTES.

The list of persons attending the Meeting, the nature of their intervention,
the number of shares with which the concur and the percentage of the share
capital that these represent are as stated as follows:

- Mr. José María Pérez Tremps, on behalf of GRUPO FERROVIAL, S.A.,
  holder of 55,934,440 shares, numbered 1 to 59,598 inclusive and 60,201 to
  55,935,042 inclusive, representing 99.999% of the share capital
  [illegible signature]
- Mr. Javier Romero Sullá and Mr. Froilán Mezquita Ferreras, on behalf of
  the company CAN-AM, S.A. SOCIEDAD UNIPERSONAL, holder of 602 shares

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numbered 59,599 to 60,200 inclusive, representing 0.001% of the share capital.

[illegible signature]

Messrs. Pérez Tremps, Romero Sullá y Mezquita Ferreras sign under the place where their name appears.

After completing and approving the list of attendants. It is apparent that at the meeting all of the shareholders are present and duly represented, holding the entirety of the share capital, which amounts to € 55,935,042 (fifty-five million nine hundred and thirty-five thousand forty-two euros) and is divided into 55,935,942 shares with a nominal value of 1 euro each.

It is also attended by the Joint Administrators of the Company, Mr. Ignacio de Felipe Fernández and Mr. Javier Romero Sullá, and Messrs. Rafael del Pino y Calvo-Sotelo, Mr. Joaquín Ayuso García, Mr. Nicolás Villén Jiménez and Mr. Juan Béjar Ochoa, who are attending for the purpose to be stated below.

In consequence, as the entire share capital is present and the attendants unanimously accepted to hold a Meeting of Shareholders, being a Universal Meeting, they declare it as having a valid quorum and the capacity to transact in the matters on the Agenda stated above.

The Meeting is chaired by the Joint Administrators Mr. Ignacio de Felipe Fernández and the other Joint Administrator, Mr. Javier Romero Sullá, is acting as Secretary.

Having approved the Agenda above, the Chairman calls the meeting to order, going on to examine and discuss the matters contained in the same, with the following result:

1. CHANGE OF THE GOVERNING BODY OF THE COMPANY FROM TWO JOINT ADMINISTRATORS TO A BOARD OF DIRECTORS, AND CONSEQUENTIAL AMENDMENT OF ARTICLES 19, 22, 23 AND 25 WHICH SHALL BE REPLACED BY ARTICLES 19, 22, 23 AND 25 TO 30, AND RENUMBER ARTICLES 26 TO 31, WHICH SHALL BECOME ARTICLES 31 TO 36.

After the relevant discussions, the Meeting unanimously resolves:

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One

To change the Governing Body of the Company, thus far composed of two Joint Administrators, henceforth entrusting the administration of the company to a Board of Directors and, in consequence, to modify Articles 19, 22, 23 and 25 to 30 and renumber Articles 26 to 31, which shall now be Articles 31 to 36, all of them being drawn up as follows:

"Article 19. Chairmanship of General Meetings of Shareholders"

General Meetings of Shareholders shall be chaired by the Chairman of the Board of Directors or, in his absence, by the Deputy Chairman. In the absence of the latter, they shall be chaired by the Director appointed by the Meeting.

A Secretary shall assist the Chairman and, as the case may be, by a Deputy Secretary, who is the Secretary and Deputy Secretary of the Board of Directors or, in their absence, by the person decided upon by the Meeting."

"Article 22. Minutes of General Meetings of Shareholders and certificates"

The resolutions of General Meetings of Shareholders shall be set forth in minutes that shall be drawn up or transcribed in the minutes book carried for the purpose. The minutes may be approved by the General Meeting or, in the absence thereof and within a fifteen-day period, by the Chairman and two Scrutineers, one on behalf of the majority and the other one on behalf of the minority.

The minutes approved in either of these forms shall have executive force as from the date of their approval.

Certificates of the resolutions shall be issued by the Secretary or by the Deputy Secretary of the Board of Directors, with the approval of the Chairman or of the Deputy Chairman, as the case may be.

The execution as a public deed of the company resolutions is to be done the persons with powers to certify them. It may also be done by any of the members of the Board of Directors whose appointment is in force and filed with the Business Registry, without the need of express delegation."

"Article 23. Board of Directors"
The Company shall be governed and administered by a Board of Directors, composed of a minimum of three members and a maximum of fifteen, chosen by the General Meeting, or by the Board of Directors, according to the terms established by Law.

The office of director may be subject to resignation revocation and reappointment.

Shareholder status is not required to be appointed as a director, and both natural and legal persons may be directors.

Directors shall not be required to furnish any guarantees to the Company.”

"Article 25. Calling, quorum and passing of resolutions

The Board of Directors shall meet on the days it agrees to, and whenever it is arranged by its Chairman or it is requested by one of its members, in which case it shall be called by the Chairman to meet within the fifteen days following the request. Meetings may be called by any written means addressed personally to each Director, one day ahead of the date of the meeting, except in the case of extraordinary circumstances that the Chairman is aware of, in which case the Board may be convened without fulfilling such advance notice.

Meetings shall ordinarily take place at the company’s registered office, but they may also be held in other places determined by the Chairman. Board of Director meetings may be held via phone conference, videoconference or any other simultaneous communication procedure.

The Board of Directors shall have a valid quorum when it is attended, between those present and represented, by half plus one of its members.

Subject to the foregoing, the Board shall likewise have a valid quorum when the meeting is attended, between those present and represented, by the entirety of its members.

Except in cases where Law requires a special majority, resolutions shall be passed by an absolute majority of the directors attending. In the event of a draw in the vote, the Chairman shall have a casting vote.

Voting in writing and without a meeting shall be accepted when no directors oppose such procedure.”

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“Article 26. Board Posts

If the Meeting has not appointed them, the Board shall appoint from among its members a Chairman and, if it deems it appropriate, one or several Deputy Chairmen.

It shall also appoint the person who must perform the office of Secretary and it may appoint a Deputy Secretary, who may not be Directors. The Secretary shall attend the Board meetings and shall be able to speak but not to vote, unless the Secretary is also a Director.

The Deputy Secretary shall substitute for the Secretary in the event of vacancy, absence or illness and may also attend the Board meetings together with the Secretary when it is so decided by the Chairman.

The Board shall regulate its own operation, it shall accept the resignation of the Directors and, as the case may be, if there are any vacancies during the period for which directors were appointed, it shall appoint from among the shareholders the persons who are to act as Directors until the next General Meeting is held.

The chairman shall regulate discussions, it shall give the floor in the order it is requested and shall direct the voting.”

“Article 27. Minutes of the Board meetings and certificates

The decisions and resolutions of the Board shall be set forth or transcribed in a minutes book and they shall be signed by the Chairman or by the Deputy Chairman, as the case may be, and by the Secretary or Deputy Secretary. Certificates of the minutes shall be issued by the Secretary or Deputy Secretary of the Board of Directors with the approval of the Chairman or the Deputy Chairman, as the case may be.

The execution or the public deed shall be done by any of the members of the Board, as well as by the Secretary or Deputy Secretary of the same, even if they are not directors, according to the provisions of Law.”

“Article 28. Representation of the company
The power to represent the Company, within and without the Courts of Law, corresponds to the Board of Directors as a body and by decision of the majority according to the provisions in the Articles of Association herein, with powers, understood in the widest scope, to contract in general, carry out all kinds of actions and business, regarding obligations or disposals, in relation to ordinary or extraordinary administration and of strict ownership, in respect of all kinds of movable or immovable goods, money, movables securities and bills of exchange, with no exceptions except any matters that are to be dealt with by the General Meeting or that are not included in the Company’s object.”

“Article 29. Delegation of powers
The Board of Directors may appoint from among its members and Executive Committee and one or several Managing Directors, determining the persons who must hold such office and the way they are to act, and may delegate to them, totally or partially, temporarily or permanently, all the powers that are not non-delegable according to Law.

The Board of Directors may also permanently delegate powers to represent it to one or several Directors, determining, if they are more than one, whether they must act jointly or must do so severally.

The Board of Directors may likewise appoint and revoke representatives or attorneys.”

“Article 30. Executive Committee
The Executive Committee shall be composed of a minimum of three directors and a maximum of seven, appointed by the Board of Directors from among its members, for a period equal to the time corresponding to their office as members of the Board.

The Executive Committee shall be presided over by the Chairman of the Board of Directors, and the Secretary shall be the Secretary of the Board.

The Board of Directors shall determine the rules for its operation.”

“Article 31. Financial year
The financial year shall begin on the first of January and it shall end on the thirty-first of December every year.”

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“Article 32. Preparation of the annual accounts

The Board, within the Period provided by Law, shall prepare the annual accounts, the directors’ report and the proposal for the application of funds, so that, once they are revised and reported by the Auditors, as the case may be, they may be submitted to the General Meeting of Shareholders.”

“Article 33. Approval of the annual accounts

The General Meeting of Shareholders shall approve the annual accounts and it shall resolve on the application of funds according to the approved balance sheet, distributing a dividend to the shareholders in proportion to the capital they have disbursed, charging them to earnings or to freely available reserves, once the legal reserve has been met. Determining the sums it considers appropriate to endow the funds of the different kinds of voluntary reserves, fulfilling the provisions at Law for the protection of the share capital and respecting the privileges attached to certain types of shares.

The Board may resolve to distribution amounts on account of the dividend, with the limitations and meeting the requirements established by Law.”

“Article 34. Windin-up

The Company shall be wound up by resolution of the General Meeting of Shareholders passed at any time, with the requirements established by Law and for any other causes provided in the same.

When the company must be wound up because of a statutory reason requiring a resolution of the General Meeting of Shareholders, the Board must call the Meeting within two months since such cause arose so that it may adopt the resolution to wind up, carrying forth in the manner provided by Law, if the resolution, for whatever cause, is not arrived at, when the winding up must take place because the net worth has been reduced to an amount below half of the share capital, it may be avoided by means of a resolution to increase or reduce the share capital or by the sufficient reintegration of the share capital. The said regularisation shall be effective provided that it takes place before there is a court order for the Company to be wound up.”

“Article 35. Liquidation

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[Seal: NOTARY’S OFFICE OF RODRIGO TENA ARREGUI - NIÑO PRIUS FIDE MADRID]

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The General Meeting, if it resolves upon the winding up of the Company, shall appoint and determine the powers of the liquidator or liquidators, who shall always be an uneven number, with the attributions provided by Law and any others that they may have been vested with by the General Meeting of Shareholders when resolving their appointment."

"Article 36. Solving of conflicts"

Subject to the right of challenging the company resolutions in court, any litigation, dispute and claim that may arise between the Company and the shareholders, or between the shareholders, arising from the operation of the company, shall be resolved by arbitration at Law, via the intervention of one or three arbitrators, in accordance with the procedure provided in the Law in force on arbitration, with the obligation of abiding by the arbitration award that is dictated.

2. **RESIGNATION OF ADMINISTRATORS.**

   The Board unanimously resolves:
   
   To accept the resignation tendered hereat by Mr. Ignacio de Felipe Fernández and Mr. Javier Romero Sullá, Joint Administrators, thanking them for their services.

3. **APPOINTMENT OF DIRECTORS.**

   The shareholders unanimously resolve to:
   
   Appoint as directors of the company, for a five-year period: Mr. Rafael del Pino y Calvo-Sotelo, of legal age, a citizen of Spain, with address for the present purpose in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 790.728-B; Mr. Joaquín Ayuso García, of legal age, a citizen of Spain, with address for the present purpose in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 2.193.295-S; Mr. José María Pérez Tremps, of legal age, a citizen of Spain, with address for the present purpose in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 2.488.613-J; Mr. Nicolás Villén Jiménez, of legal...
age, a citizen of Spain, with address for the present purpose in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 50.019.103-Z; and Mr. Juan Béjar Ochoa, of legal age, a citizen of Spain, with address for the present purpose in Madrid, at calle Príncipe de Vergara number 135, and with Personal ID Card (DNI)/Taxpayer’s ID (NIF) No. 1.499.769-P.

It is noted, for the record, that all those designated, present at the Meeting, accepted their appointments and expressly declared that they were not subject to any causes whatsoever of prohibition or incompatibility for the performance of their office contained in the Law in force, particularly pursuant to Article 124 of the Public Limited Companies Act and other related regulations, or in the causes provided in Act 12/1995, passed on 11th May 1995, and 14/1995, passed on 21st April 1995, the latter being a law of the Community of Madrid.

4. CHANGE OF COMPANY NAME AND CONSEQUENTIAL AMENDMENT OF ARTICLES OF ASSOCIATION.

After the appropriate discussions, the Board unanimously resolves:

One
To change the name of the Company, which shall hereafter be called “FERROVIAL INFRAESTRUCTURAS, S.A.”

Two
Give a new wording to Article 1 of the Articles of Association, which now literally reads as follows:

“Article 1. Name

The Company is called “FERROVIAL INFRAESTRUCTURAS, S.A.” and it is governed by the Articles of Association herein, by the provisions on the statutory regime of public limited companies, and by any other legal regulations that are applicable.”

5. DELEGATION OF POWERS
To expressly delegate to each of the former Joint Administrators, as well as to the entirety of the newly appointed Directors and to Mr. Lucas Osorio Iturmendi, so that any of them, severally, may execute and record as a public deed the resolutions adopted at the Meeting herein, and especially to have them recorded, as well as execute whatever public or private documents as may be necessary until the resolutions adopted are definitively filed, with the Business Registry, with powers even to amend, correct and/or supplement them, in light of the verbal or written qualifications that might be made by the Registrar.

By virtue of the provisions in Art. 63 of the Business Registry Regulations, it is resolved to ask the Companies Registrar to partially record the document, in the event he finds any defects affecting a part of the deed but allowing it to be partially filed.

6. APPROVAL OF THE MINUTES

In the absence of other matters to transact, the Chairman ordered that the Minutes herein be drawn up, they were read and found suitable by all the shareholders, signed by the Secretary with the approval of the Chairman, in Madrid, on 20th May 2002.

APPROVED BY
THE CHAIRMAN
[Illegible signature] [Illegible signature]
Mr. Ignacio de Felipe Fernández Mr. Javier Romero Sullá

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NAGRELA, S.A.
The Extraordinary General Meeting of Shareholders the Company, held as a Universal Meeting on 20th May 2002, unanimously resolved to change the name of the Company to FERROVIAL INFRAESTRUCTURAS, S.A., which is published in compliance with the provisions in Article 150 of the Public Limited Companies Act.

Madrid, 20th May 2002
The Secretary of the Board of Directors

NAGRELA, S.A.
The Extraordinary General Meeting of the Company, held as a Universal Meeting on 20th May 2002, unanimously resolved to change the name of the Company to FERROVIAL INFRAESTRUCTURAS, S.A., which is published in compliance with the provisions in Article 150 of the Public Limited Companies Act.

Madrid, 20th May 2002
The Secretary of the Board of Directors
CENTRAL BUSINESS REGISTRY
COMPANY NAMES SECTION

CERTIFICATE NO. 01181155
RENEWAL OF EXPIRED CERTIFICATE

Mr. José Luis Benavides del Rey, Central Companies Registrar, on the basis of the request made by:
Messrs. NAGRELA, S.A.

In an application submitted on 03/04/2002 and entry number 02014518,
HEREBY CERTIFIES: That the name:
### FERROVIAL INFRAESTRUCTURAS, S.A. ###
Appears as reserved for the applicant, according to a CERTIFICATE issued on 14th September 2001, after which the fifteen-month reservation period provided in Art. 412.1 of the Business Registry Regulations continues to count.
The certificate herein is issued as a renewal of the preceding one because of the expiry of the same, pursuant to the provisions in article 414.1 of the said regulations.
Attached to the application is the expired certificate, which is rendered out of order simultaneously to the signing of this one.
Madrid, on the third day of April two thousand two.

THE REGISTRAR.
[Illegible signature]

CENTRAL BUSINESS REGISTRY – MADRID
JOSÉ LUIS BENAVIDES DEL REY

NOTE. This renewal shall be in force, for the purpose of executing a deed, for TWO MONTHS counting from the date of issue, pursuant to the provisions in Art. 414.1 of the Business Registry Regulations, which is to be understood subject to the fifteen-month reservation period counting since the issue of the certificate and the effects provided in article 412 of the said Regulations.

STAMP: To note for the record that the appropriate REGULATORY AUTHORISATION has been submitted together with the name application.

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[Signature]
I attest that this is a FIRST COPY of the original, kept in my current Protocol of public needs under the number stated ut supra. I, the Notary Public authorising the same, issue it for "FERROVIAL INFRAESTRUCTURAS, S.A." in Madrid, on the thirty-first day of May two thousand two, on eleven leaves of exclusive stamp paper, numbered correlatively in reverse order, including one that is added for aggregating notes by public registries and offices.

3rd Additional Provision of Act 8/89 – Document not subject (deed of no amount)

NOTARY’S OFFICE OF RODRIGO TENA ARREGUI – MADRID

(Illegible signatura and flourish)
Leaf aggregated to Deed no. 1420/02 of Mr. Rodrigo Tena Arregui for adding notes by Public Registries and Offices.

BUSINESS REGISTRY OF MADRID
Pº de la Castellana, 44 – 28046 MADRID

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<th>2002 28,712,0</th>
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<td>DIARY</td>
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THE BUSINESS REGISTRAR undersigned, having examined and qualified the preceding document pursuant to articles 18-2 of the Code of Commerce and 6 of the Business Registry Regulations, has filed the same in
VOLUME 17,066 BOOK 0 LEAF 77
SECTION 8 PAGE M-261770
ENTRY 6
Madrid, 7th June 2002
THE REGISTRAR

The Reduction of Royal Decree Laws 6/1999 and 6/2000 is applied
BASE: NO AMOUNT
FEES: ONE HUNDRED AND NINETY WITH NINETY-SEVEN CENTS 190.97

[Seal: HERNANDO ALFREDO BARRIOS Y PRIETO
SWORN TRANSLATOR OF ENGLISH, FRENCH AND ITALIAN
C/ Mayor, 1-2 (Puerta del Sol)
Tel. 91 532 01 09
Fax 91 532 66 91
28013 - MADRID]
AUTHENTICATION STAMP: Rodrigo Tena Arregui, a Notary Public of this Capital, attests: that the photocopy herein composed on 11 leafs that are flourished and stamped is an EXACT REPRODUCTION of the original that I have had before me and have perused.
Number III of Indicator Book number 4
Madrid, 20th June 2002
Series ND, numbers 8374590 and the 10 following ones correlative in order

Certificación / Certificate

(Ley Orgánica de 26 de abril de 1900)
(Ley 1/2000, de 7 de enero, art. 144)
(Reales Decretos 2555/1977, de 27 de agosto, 889/1987, de 26 de junio, 752/1992, de 27 de junio y 79/1996, de 26 de enero)
(Order Ministerial de 8 de febrero de 1996)

Nº de orden de protocolo: 1082-02

Don Hernando – Alfredo Barrios y Prieto, Intérprete Jurado de francés, inglés e italiano, certifica que la que antecede es una traducción fiel y completa al inglés de un documento redactado en lengua castellana. En Madrid, a doce de agosto de dos mil dos.

Hernando – Alfredo Barrios y Prieto, Sworn Translator of English, French and Italian, does hereby certify: That the preceding translation is a complete and faithful rendering in English of the original in Spanish. At Madrid, this twelfth day of August of the year Two thousand and two.

[NF2707655]
AUTHENTICATION CERTIFICATE: I, RODRIGO TENA ARREGUI, Notary Public in Madrid, GIVE FAITH: that the present photocopy, consisting of eleven sealed is an EXACT REPRODUCTION of the original written in English language - language that I know - I have seen and examined. Number 146 in Indicator Book number 4.
In Madrid, 20 August 2002.
NF Series, numbers 2707645, and ten following numbers in reverse order.

[Illegible signature]


Apostille
(Convention de La Haye du 5 octobre 1961)
(Spanish Royal Decree 2433/1978, 2nd October)

1. Country: Spain
   This public document
2. Has been signed by Mr. Rodrigo Tena Arregui
3. Acting in the capacity of NOTARY
4. Bears the seal/stamp of the Notary’s Office CERTIFIED
5. At Madrid
6. the 11 July 2008
7. By the Dean of the Notaries Professional Association of Madrid
8. Number 51164
9. Stamp: 10. Signature:

[Illegible signature]

Mr. Miguel Ángel Mestanza Iturmendi
By delegation of the Dean

[Seal: ILLUSTRIOUS ASSOCIATION OF NOTARIES OF MADRID]
[Stamp: TWENTY CENTS]
I, BRUNO MORENO RAMOS, Sworn English Translator, with Identity Card Nr. 01927191K, do hereby certify that this is a true translation of the original text in Spanish.

[Signature]

Interpreta Interna Ltda.
Calle 46 # 58-85
8434-0740, brunoramo@email.com