

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

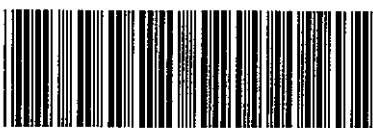
Company No. 34512

The Registrar of Companies for England and Wales hereby certifies that
MEREDITH AND DREW LIMITED

having by special resolution changed its name, is now incorporated
under the name of
UB BRIDGEND ONE LIMITED

Given at Companies House, Cardiff, the 22nd July 1996

E. P. Owen
MRS. E. P. OWEN



C00034512L

For the Registrar of Companies



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

HC006B

ACCEPT UNSTAMPED 20-0
NOTEN 76314
SIGNED *[Signature]*
DATE 16/7/96

COMPANY NUMBER: 34512

COMPANY NAME: MEREDITH AND DREW LIMITED

WRITTEN RESOLUTIONS PURSUANT TO SECTION 381A OF THE COMPANIES ACT 1985 (INSERTED BY SECTION 113 COMPANIES ACT 1989)

DATED: 2/7/96

SPECIAL RESOLUTION

RESOLVED:

That the name of the Company be altered to:-



UB Bridgend One Limited

We, the undersigned, being all the members of the above Company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the above Resolution and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

A handwritten signature in dark ink, appearing to be "A. D. Frew".

A. D. Frew
For and on behalf of
United Biscuits (Holdings) plc

A handwritten signature in dark ink, appearing to be "A. G. Clark".

A. G. Clark
For and on behalf of
United Biscuits
(Properties) Limited