

ROWNTREE LIMITED

Written Resolution of all the Members in accordance with
Section 381 of the Companies Act 1985, as amended



RESOLVED that the name of the company be changed to
Nestlé UK Ltd.

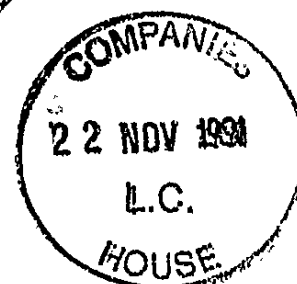
Dated this 19th day of November 1991

A handwritten signature in black ink, appearing to be 'D.F. Harris'.

.....
D.F. Harris
as proxy for
NESTLE HOLDINGS (U.K.) PLC

A handwritten signature in black ink, appearing to be 'R.P.J. Sonneborn'.

.....
R.P.J. Sonneborn
as proxy for
NESTEC YORK LIMITED



NWB 1074 39
C/N 4400 1/2
SAMEDAY

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 51491

The Registrar of Companies for England and Wales hereby certifies that

ROWNTREE LIMITED

having by special resolution changed its name, is now incorporated
under the name of

NESTLE UK LTD.

Given at Companies House, London, the 22nd November 1991

A handwritten signature in black ink, appearing to read 'C. O. Friend', with a large, sweeping flourish extending to the right.

C. O. FRIEND

For The Registrar Of Companies



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