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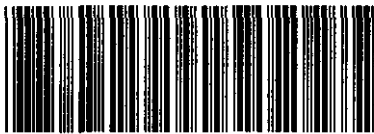
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 124723

The Registrar of Companies for England and Wales hereby certifies that
ALLIED DOMEcq RETAILING (HOLDINGS) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PUNCH RETAIL (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 23rd September 1999



C00124723M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



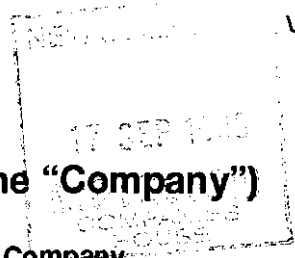
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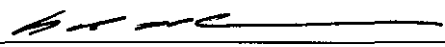


Allied Domecq Retailing (Holdings) Limited (the "Company")


Resolution in Writing of all the Members of the above Company

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION: 124723

THAT the name of the Company be changed from Allied Domecq Retailing (Holdings) Limited to Punch Retail (Holdings) Limited with effect from the completion of the agreement entered into between Allied Domecq PLC, new Allied Domecq PLC, Allied Domecq Investments Limited and Punch Taverns Group Limited on 20 July 1999.


DIRECTOR - ALLIED DOMECQ PLC

3/9/99
Date


DIRECTOR - ALLIED DOMECQ INVESTMENTS LTD

3/9/99
Date

