

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 173691

The Registrar of Companies for England and Wales hereby certifies that

JOHN WADDINGTON P L C

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

WADDINGTON PLC

Given at Leeds, the 26th July 1996



C00173691P

A handwritten signature in cursive script, appearing to read 'Carol Walker'.

For The Registrar Of Companies



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

Company No. 173691
THE COMPANIES ACTS 1948 to 1983

and

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

and

SPECIAL RESOLUTIONS

of

JOHN WADDINGTON PLC

Passed the 26th day of July 1996



At an ANNUAL GENERAL MEETING of the above-named Company duly convened and held at Trinity House, Tower Hill, London EC3N 4DH on Friday the 26th day of July 1996 the following resolutions were duly passed as to Resolutions Nos. 1 and 2 as Ordinary Resolutions and as to Resolutions Nos. 3 and 4 as Special Resolutions of the Company:

ORDINARY RESOLUTIONS

1. That the directors be and they are hereby authorised in accordance with, and subject to the terms of, Article 17 of the company's Articles of Association to allot relevant securities up to an aggregate nominal amount of £8,705,007 provided that this authority shall expire on 25th October 1997, or, if earlier, on the expiry of the next Annual General Meeting of the company after the passing of this resolution.
2. That:
 - (a) The John Waddington Executive Share Option Scheme 1996 ('the 1996 Scheme'), the rules of which have been produced to the meeting and initialled by the Chairman thereof for identification and the principal terms of which are summarised in the appendix to the circular dated 3rd July 1996 from the Chairman of the company to the shareholders, be and is hereby approved and the directors be and are hereby authorised to carry the same into effect with such amendments as may be required; and
 - (b) the directors be and are hereby authorised to vote as directors on any matter connected with the 1996 Scheme and be counted for the purpose of any resolution regarding the same in the quorum present at the meeting notwithstanding that they may be interested in the same provided that a director shall not vote on any resolution concerning his individual participation in the 1996 Scheme.

NAT WEST BANK

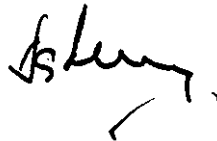
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SPECIAL RESOLUTIONS

3. That, subject to the passing of the ordinary resolution numbered 1 set out in the Notice of Annual General Meeting of the company dated 3rd July 1996, the directors be and they are hereby authorised in accordance with, and subject to the terms of, Article 18 of the company's Articles of Association to allot equity securities for cash and, for the purposes of paragraph 18.2 of that Article, up to an aggregate nominal amount of £1,305,751.
4. That the name of the company be and it is hereby changed to "Waddington PLC".



CHAIRMAN