

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 266840

The Registrar of Companies for England and Wales hereby certifies that
GEEST INDUSTRIES LIMITED

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

Given at Companies House, Cardiff, the 7th October 1996



C002668406


MRS. L. PARRY

For the Registrar of Companies



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

HC006B

THE COMPANIES ACT 1985



GEEST INDUSTRIES LIMITED
("the Company")

Company No. 266840

WRITTEN SPECIAL RESOLUTION
PASSED IN ACCORDANCE WITH REGULATION 53
OF TABLE A CONTAINED IN THE
COMPANIES (TABLES A TO F) REGULATIONS 1985
(AS INCORPORATED IN, AND MODIFIED BY,
THE COMPANY'S ARTICLES OF ASSOCIATION)

We, the undersigned, being the holders of the entire issued share capital of the Company entitled to attend and vote at a general meeting of the Company HEREBY AGREE AND RESOLVE

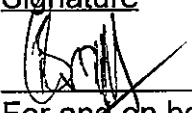
THAT the name of the Company be changed to Geest Bananas Limited.

Date: 23 September 1996

Shareholder

Windward Isles Banana Company
(UK) Limited

Signature


For and on behalf of Windward Isles
Banana Company (UK) Limited

