

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 306672

The Registrar of Companies for England and Wales hereby certifies that

ASSOCIATED BRITISH FOODS PLC

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

ABF INVESTMENTS plc

Given at Companies House, London, the 29th July 1994



C003066720

L. Mills

MRS L. MILLS

For The Registrar Of Companies



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

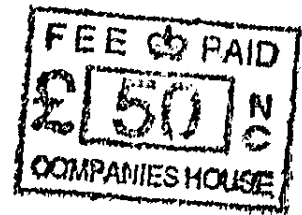
29/7/94
TAI

THE COMPANIES ACT 1985

and

THE COMPANIES ACT 1989

PUBLIC COMPANY LIMITED BY SHARES

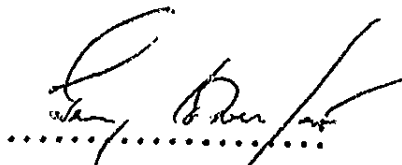


RESOLUTIONS
of
ASSOCIATED BRITISH FOODS plc

At an Extraordinary General Meeting of the Company held at New Connaught Rooms, Great Queen Street, London WC2 on 20th June 1994 at 10.35 a.m. the following resolutions were passed as Special Resolutions:

1. THAT the capital of the Company be reduced by cancelling and extinguishing all of the 4.2 per cent. cumulative preference shares of £1 each ("Preference Shares") in the capital of the Company both issued and unissued and by paying to the holders of the 955,357 issued Preference Shares the sum of £1 per share together with a premium (if any) calculated in accordance with Article 3 of the Company's Articles of Association and all accruals of the fixed preferential dividend thereon down to the date of repayment.
2. THAT, conditional upon the Scheme of Arrangement of the Company proposed to shareholders in a circular of even date herewith becoming effective, the name of the Company be changed to "ABF Investments plc".

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Chairman

