

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 507652

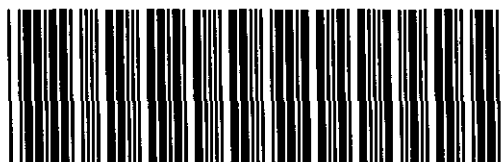
The Registrar of Companies for England and Wales hereby certifies that

GUINNESS UNITED DISTILLERS & VINTNERS LIMITED

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

DIAGEO GREAT BRITAIN LIMITED

Given at Companies House, London, the 1st July 2002



C005076520



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

510 607
001376
Company No. 507652



THE COMPANIES ACT 1985 (as amended)

WRITTEN RESOLUTION OF THE MEMBERS

of

GUINNESS UNITED DISTILLERS & VINTNERS LIMITED (the "Company")

We, the undersigned, being all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company HEREBY PASS the following resolution as a special resolution in accordance with Article 1 of the Articles of Association of the Company and Table A, Regulation 53 and further agree that this resolution shall for all purposes, be as valid and effectual as if the same had been passed at a general meeting of the Company duly convened and held on 25, June 2002:

RESOLUTION

That the name of the Company be changed to Diageo Great Britain Limited.

For and on behalf of Grand Metropolitan
Public Limited Company

Diageo Corporate Officer A Limited -
For and on behalf of Precis (175) Limited

Dated:

