

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2177931

The Registrar of Companies for England and Wales hereby certifies that
LILLEY'S RESTAURANT LIMITED

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

Given at Companies House, Cardiff, the 21st August 1995



C02177931K


S. MORGAN (MRC)

For the Registrar of Companies



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

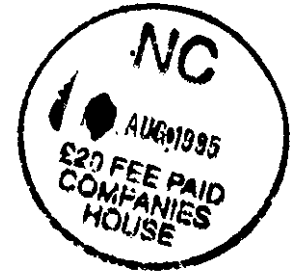
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Company No. 2177931

THE COMPANIES ACT 1985

PRIVATE
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS
OF
LILLEYS RESTAURANT LIMITED



At an Extraordinary General Meeting of the above named Company duly convened and held at Trinity Court, 16 John Dalton Street, Manchester M60 8HS on 3 August 1995 the following resolutions were duly passes as Special Resolutions:

Special Resolutions

THAT

- (a) The name of the Company be changed to Est Est Est Restaurants Limited.
- (b) "The Articles of Association in the form produced to the Meeting and initialled by the Chairman by way of identification be adopted in substitution for and to the exclusion of the existing Articles of Association of the Company."
- (c) "The following clause be inserted as an additional sub-clause (Z) of clause 3 in the Memorandum of Association of the Company

"(Z) (i) Either with or without the Company receiving any consideration or advantage, direct or indirect, from giving any



such guarantee or indemnity, and so as to be an independent object of the Company, to guarantee and give indemnities in respect of the performance of the obligations of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being the Company's immediate Holding Company or subsidiary both as defined by Section 736 of the Companies Act 1985 as amended by Section 144 of the Company Act 1989 ("Holding Company" and "subsidiary" respectively) or a subsidiary of the Company's immediate Holding Company or otherwise associated with the Company in business and in respect of such obligations including the payment of capital or principal together with any premium of and any dividends or interest on or other payment in respect of loans, credits, stocks, shares or securities or other obligations of any nature whatsoever and without limiting the generality of the foregoing obligations for the repayment of money and/or discharge of liabilities both present and future, actual or contingent and insofar as the same is not prohibited by law, obligations and liabilities incurred in connection with or for the purpose of the acquisition of shares in the Company or for the time being the Company's immediate Holding Company due, owing or incurred to bankers or any person of any company, firm or person, and in particular, (but not by way of limitation) by the Company's immediate Holding Company or a subsidiary of the Company or of the Company's immediate Holding Company or any company which is contemplated to become the Company's immediate Holding Company, or otherwise associated with the Company in business or of any company, firm or person which the directors of the Company shall think appropriate or for any purpose whatsoever as the Company sees fit.

- (ii) To enter into a guarantee in favour of The Governor and Company of The Bank of Scotland ("**the Bank**") guaranteeing all monies due by its subsidiaries or its Holding Company to the Bank and to grant as security (inter alia), for the guarantee a debenture creating fixed and floating charges over the whole assets and undertaking of the Company in favour of the Bank.
 - (iii) To further and promote all or any of the objects and interests of any associated Company being any body Corporate which is or is about to become or shall have been a Holding Company or subsidiary of any such holding company or any company with which the Company or any such associated Company is or is about to be or shall have been associated as part of its business and other activities."
- (d) The authorised capital of the Company be and is hereby increased from £100,000 to £214,852 by the creation of an additional 7,550 Preferred Ordinary Shares of £1 each and 107,302 Preference Shares of £1 each having the rights set out in the New Articles of Association of the Company.
- (e) 99,698 Ordinary Shares of £1 each in the authorised unissued capital of the Company be and they are hereby redesignated as 99,698 Preference Shares of £1 each having the rights set out in the New Articles of Association of the Company.
- (f) The directors from time to time of the Company be and are hereby generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to exercise all powers of the Company to allot up to 7,550 Preferred Ordinary Shares of £1 each and 207,000 Preference Shares of £1 each in the capital of the Company provided that this authority shall expire on 30 June 2000.

- (g) The directors from time to time of the Company are hereby empowered pursuant to Section 95 of the Companies Act 1985 and generally to allot at any time and from time to time on or before 30 June 2000 up to 7,550 Preferred Ordinary Shares of £1 each and 207,000 Preference Shares of £1 each in the capital of the Company pursuant to the authority conferred by Special Resolution (e) above as if Sections 89(1) and 90(1) to (6) of the Companies Act 1985 did not apply to any such allotment.
- (h) 22,650 Ordinary shares of 1p each in the authorised capital of the Company registered in the name of D Lilley and S E Lilley at the date of this Resolution and transferred by them to Est Est Est Limited on the date hereof, be and they are hereby redesignated as 22,650 "A" Ordinary Shares of 1p each and that 7,550 Ordinary Shares of 1p each in the authorised capital of the Company registered in the name of D Lilley and S E Lilley at the date of this Resolution and retained by them, be and they are hereby redesignated as 7,550 "B" Ordinary Shares of 1p each having the rights set out in the New Articles of Association of the Company.

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Chairman

