

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

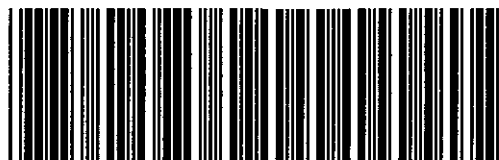
Company No. 2346565

The Registrar of Companies for England and Wales hereby certifies that
ROTHMANS (UK) LIMITED

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

BRITISH AMERICAN TOBACCO UK LIMITED

Given at Companies House, London, the 22nd December 2003



C02346565L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

400763

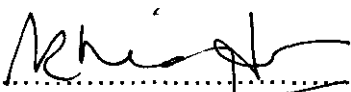
Company No. 2346565




THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
ROTHMANS (UK) LIMITED

The following resolution was duly passed by the Company's shareholders in writing on 22nd December 2003:-

THAT the name of the Company be changed to British American Tobacco UK Limited.


.....
Director for and on behalf of
Weston Investment Company Limited
Shareholder


.....
Director for and on behalf of
Powhattan Limited
Shareholder

