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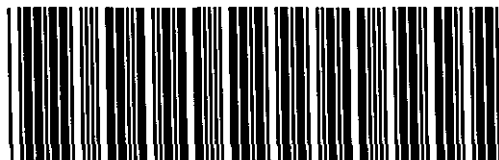
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2608167

The Registrar of Companies for England and Wales hereby certifies that  
ROTHMANS INTERNATIONAL UK PENSION FUND TRUSTEE LIMITED  
having by special resolution changed its name, is now incorporated  
under the name of

BRITISH AMERICAN TOBACCO UK PENSION FUND TRUSTEE  
LIMITED

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



\*C026081670\*

  
**L. CONNELLY**

For The Registrar Of Companies



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

Mc  
E80  
NW  
140537  
S/DK

Company Number 2608167



COMPANY LIMITED BY SHARES

***Special Resolution***

*of*

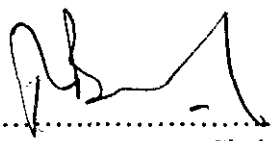
**ROTHMANS INTERNATIONAL UK PENSION FUND  
TRUSTEE LIMITED**

*Passed the 12<sup>th</sup> day of February 2002*

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at Globe House, 4 Temple Place, London WC2R 2PG on 12<sup>th</sup> February 2002 the following resolution was duly passed by the Company as a Special Resolution:-

That the name of the Company be changed to British American Tobacco UK Pension Fund Trustee Limited.

DATED this 12<sup>th</sup> day of February 2002

  
.....  
Chairman

