

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2680629

The Registrar of Companies for England and Wales hereby certifies that  
SAFEGARD LIMITED

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

Given at Companies House, Cardiff, the 28th January 2000



\*C02680629R\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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

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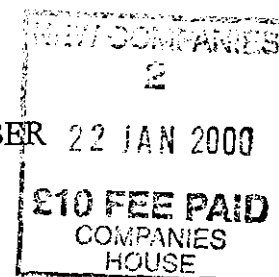


Number of Company: 2680629

WRITTEN RESOLUTION OF SOLE MEMBER 22 JAN 2000

of

SAFEGARD LIMITED



By written resolution of the sole member of the above named Company, passed on 30 December 1999, hereby approved and adopted pursuant to Section 381A of the Companies Act 1985 (as amended), the following resolutions as written resolutions, numbers 1, 2 and 3 being passed as Ordinary Resolutions and number 4 being passed as a Special Resolution:-

Ordinary Resolutions

1. THAT the name of the Company be changed to SODEXHO PASS LIMITED.
2. "THAT the authorised share capital of the Company be and is hereby increased from £2 divided into 2 Ordinary Shares of £1 each to £500,000 by the creation of 499,998 Ordinary Shares of £1 each, all such Shares ranking parri passu with the existing shares."
3. "THAT in substitution for and without prejudice to the prior exercise of any power of the Directors to allot shares pursuant to Section 80 of the Companies Act 1985:-
  - (a) the Directors be and are hereby authorised generally for the purpose of Section 80 of the Companies Act 1985 ("the Act") to allot and issue such number of relevant securities on such terms and conditions as they may in their discretion think fit subject always to the provisions of the Articles of Association of the Company:-
    - (i) the maximum amount of relevant securities to be allotted in pursuance of this authority shall be the unissued shares in the capital of the Company not exceeding an aggregate nominal amount of £500,000); and

- (ii) this authority shall expire, unless sooner revoked or altered by the Company in General Meeting, on the expiry of the period of five years from the date of passing of this Resolution;
- (b) words and expressions defined in or for the purpose of Part IV of the Act shall bear the same meanings in this Resolution."

Special Resolution

4. "THAT pursuant to Section 95(1) of the Companies Act as amended ("the Act"), Section 89(1) of the Act shall not apply to the allotment of an aggregate of 499,998 Ordinary Shares of £1 each."

M. Bussone authorised signatory  
 Secretary  
 for and on behalf of Safegard Limited

Date 10 January 2000

Gardner Merchant Corporate Services  
 (NO2) Limited