

FILE COPY



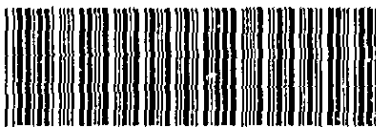
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2924322

The Registrar of Companies for England and Wales hereby certifies that  
SOVCO (568) LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
ASDA TRUSTEES (NOMINEE) LIMITED

Given at Companies House, Cardiff, the 22nd July 1994



\*C029243220\*

  
A. F. FLETCHER

For the Registrar of Companies

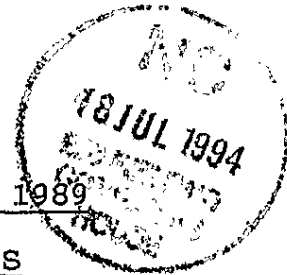


C O M P A N I E S H O U S E

HC006B

Company No - 2924322

THE COMPANIES ACT 1985  
THE COMPANIES ACTS 1985 AND 1989  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
OF  
SOVCO (568) LIMITED

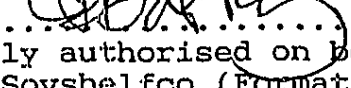


Pursuant to regulation 53 of Table A (which is incorporated in the Company's Articles of Association) we the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby pass the following resolution as a special resolution and agree that the said resolution shall for all purposes be as valid and effective as if passed at a general meeting of the Company duly convened and held -

SPECIAL RESOLUTION

1. THAT the name of the Company be changed to Asda Trustees (Nominee) Limited.

Dated 14th July, 1994

Signed:   
(duly authorised on behalf  
of Soyshelfco (Formations)  
Limited)

