



The Companies Act 1985

WRITTEN RESOLUTION

OF

GALAXY SUNSHINE LIMITED
(Registered No 2987170)

SODEXHO S.A. and COMPAGNIE FINANCIERE AURORE INTERNATIONAL S.A. being the holders of the entire issued share capital of GALAXY SUNSHINE LIMITED hereby agree to the following resolution, being passed as a written resolution of the Company pursuant to paragraph 53 of Table A scheduled to the Companies (Tables A to F) Regulations 1985.

SPECIAL RESOLUTION

That the name of the Company be changed to Sodexho Gardner Merchant Alliance Limited.

for and on behalf of
SODEXHO S.A.

for and on behalf of
COMPAGNIE FINANCIERE
AURORE INTERNATIONAL S.A.

Dated 28/2/95

SLAUGHTER AND MAY
35 BASINGHALL STREET
LONDON EC2V 5DB
OAW/HFB/RAXD

Acc No 9197
C/N L200
SAME DAY

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2987170

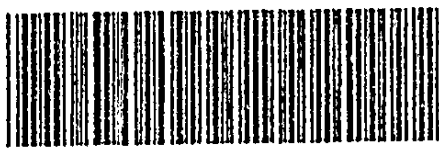
The Registrar of Companies for England and Wales hereby certifies that

GALAXY SUNSHINE LIMITED

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

SODEXHO GARDNER MERCHANT ALLIANCE LIMITED

Given at Companies House, London, the 28th February 1995



C02987170A

L. Mills

MRS L. MILLS

For The Registrar Of Companies



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