

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3004859

The Registrar of Companies for England and Wales hereby certifies that
CONSTANTIA INVESTMENTS (NO.1) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
THE HERITAGE PUB COMPANY LIMITED

Given at Companies House, Cardiff, the 19th December 1995



C03004859I

E. P. Owen
MRS. E. P. OWEN

For the Registrar of Companies

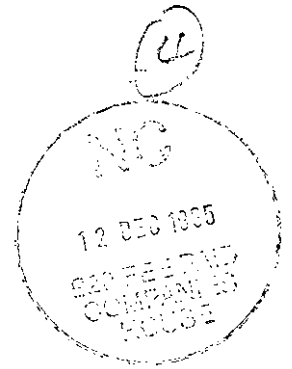


C O M P A N I E S H O U S E

HC006B

Company number: 03004859

Company name: CONSTANTIA INVESTMENTS (NO 1) LIMITED



SPECIAL RESOLUTION

The following Special Resolution was passed by the Members at an Extraordinary General Meeting held on (date) 27 OCTOBER 1995
at (place) WESSEX CHAMBERS, SOUTH STREET, ANDOVER, HANTS, SP10 2BN

THAT the name of the Company be changed to
THE HERITAGE PUB COMPANY LIMITED

Signature: _____

[Signature]
*Chairman of the meeting/Director/Secretary

F J FINNEY

*Delete as appropriate

JORDAN & SONS LIMITED
21 St. Thomas Street
Bristol BS1 6JS
LAW/KHB/ Two137