

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3008633

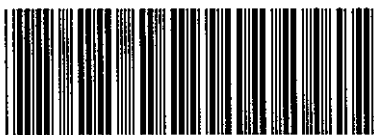
The Registrar of Companies for England and Wales hereby certifies that
VENDOME LUXURY GROUP UK TRUSTEES LIMITED

having by special resolution changed its name, is now incorporated

under the name of

VENDOME LUXURY GROUP UK PENSION TRUSTEES LIMITED

Given at Companies House, Cardiff, the 21st August 1996



C03008633K

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

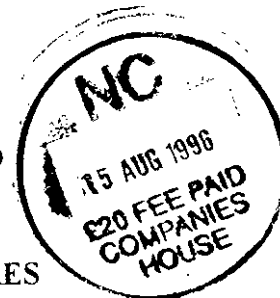
For the Registrar of Companies



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

HC006B

Company Number: 3008633



THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

VENDÔME LUXURY GROUP UK TRUSTEES LIMITED

At an Extraordinary General Meeting of the above-mentioned Company, duly convened and held at 30 Duke Street, St. James's, London, SW1Y 6DL on 8th August 1996, the following resolutions were duly passed as Special Resolutions:

- 1) THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

Vendôme Luxury Group UK Pension Trustees Limited

- 2) THAT, Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

R. Watson
Company Secretary

Dated: 8th August 1996.