

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3019950

The Registrar of Companies for England and Wales hereby certifies that

TETLEY (GB) LIMITED

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

Tetley GB Limited

Given at Companies House, London, the 25th July 1995



C030199500

L. Mills

MRS L. MILLS
For The Registrar Of Companies



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

Company Number: 3019950



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

- of -

TETLEY (GB) LIMITED

(the "Company")

(Passed 19 July 1995)

Pursuant to Article 15 of the Articles of Association of the Company the following Resolution was duly passed on 19 July 1995 as a Special Resolution of the Company:

Special Resolution

THAT the name of the company be changed to "Tetley GB Limited".

SISEC LIMITED

By.....

.....
Company Secretary

A4/21346_1/KW

BB 746 892
C/N 1200
Jame 17/97

Company Number: 3019950

TETLEY (GB) LIMITED

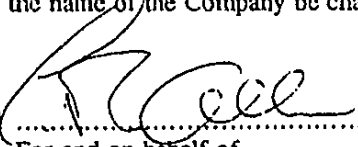
(the "Company")

Written Resolution

We, the undersigned, being the sole member of the Company entitled to attend and vote at any General Meeting of the Company in respect of the Resolution set out below, HEREBY AGREE, pursuant to Article 15 of the Articles of Association of the Company, that the following Resolution be passed as a Special Resolution of the Company:

Special Resolution

THAT the name of the Company be changed to "Tetley GB Limited".

Signed 
For and on behalf of
The Tetley Group Limited

19 July 1995