

FILE COPY




**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3193655

The Registrar of Companies for England and Wales hereby certifies that
YESTERDIRECT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
TESCO DISTRIBUTION HOLDINGS LIMITED

Given at Companies House, Cardiff, the 23rd March 1998


MRS. L. PARRY



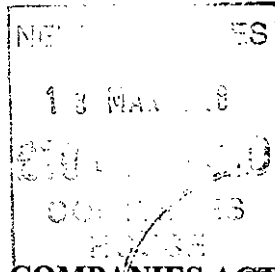
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For the Registrar of Companies



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

HC008B



Company Number 3193655

THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF
YESTERDIRECT LIMITED

Passed 27 February 1998

AT AN EXTRAORDINARY GENERAL MEETING of the Company duly convened and held on the above date the following resolution was passed as special resolution of the Company:

SPECIAL RESOLUTION

THAT the name of the Company be changed to Tesco Distribution Holdings Limited.


.....
Chairman

