

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3420338

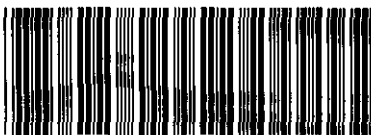
The Registrar of Companies for England and Wales hereby certifies that
BHR MEXICO LIMITED

having by special resolution changed its name, is now incorporated

under the name of

MITCHELLS & BUTLERS HOLDINGS LIMITED

Given at Companies House, Cardiff, the 10th September 2003



C034203389



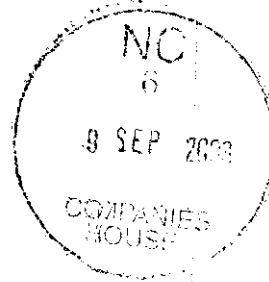
THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

101244

558505A

**BHR Mexico Limited**

Company No:
3420338

The Companies Acts 1985 and 1989

We, the undersigned, being all the Members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolution as a Special Resolution and agree that the said Resolution shall, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

Special Resolution

"That the name of the Company be changed to Mitchells & Butlers Holdings Limited."

Passed on: 27 August 2003

The Members:

£1.00 ORDINARY shareholders:

Mitchells & Butlers Public Limited Company

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