

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3430071

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

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

DEBENHAMS GROUP HOLDINGS LIMITED

Given at Companies House, London, the 18th April 2006



\*C03430071H\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

COMPANY NO 3430071



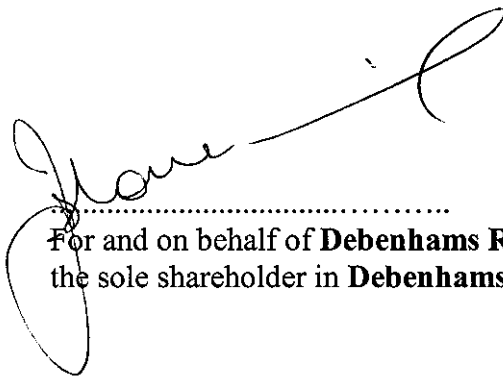
**DEBENHAMS LIMITED**  
(the *Company*)

**WRITTEN MEMBERS' RESOLUTION**

In accordance with section 381A of the Companies Act 1985, WE, being all the members of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, AGREE that the following resolution shall have effect as if passed by the Company in general meeting duly convened and held and accordingly **WE RESOLVE:**

**THAT** the name of the Company be changed to Debenhams Group Holdings Limited.

Dated 13 April 2006



For and on behalf of **Debenhams Retail Holdings Limited**  
the sole shareholder in **Debenhams Limited**



