

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3438235

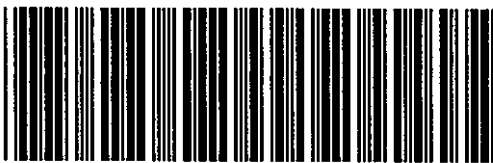
The Registrar of Companies for England and Wales hereby certifies that

THE GRAND CAP PUB COMPANY LIMITED

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

THE GRAND PUB COMPANY LIMITED

Given at Companies House, London, the 18th September 1997



C03438235H

L. Barnes
MRS. L. BARNES

For The Registrar Of Companies



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

Company No: 3438235



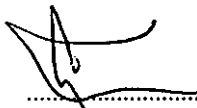
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING
of
THE GRAND CAP PUB COMPANY LIMITED

The following is a written record pursuant to section 382B of the Companies Act 1985 of a decision of the sole member of the Company which has effect as if agreed by the Company in general meeting:-

"That the name of the Company be changed to The Grand Pub Company Limited."


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For and on behalf of
Le Grand Cap Limited

Date: 17 September 1997

N/C £100//
RBS 007595
S/044