

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3446291

The Registrar of Companies for England and Wales hereby certifies that
HAMSARD ONE THOUSAND AND SIXTY FIVE LIMITED

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

Given at Companies House, Cardiff, the 22nd January 1998



C03446291L

R. G. Edwards
R. G. EDWARDS

For the Registrar of Companies



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

HC006B

Company Number: 3446291



HAMSARD ONE THOUSAND AND SIXTY FIVE LIMITED

WRITTEN RESOLUTION

We, the undersigned being all the members of the above-named Company entitled to attend and vote at an Extraordinary General Meeting of the Company, hereby resolve that the resolution below be and is passed as a special resolution of the Company pursuant to Regulation 53 of Table A Companies Act 1985 ("the Act") as incorporated by Article 1 of the Articles of Association and confirm that such resolution shall be as valid and effectual as if it had been passed at an extraordinary general meeting of the Company duly convened and held:

SPECIAL RESOLUTION

1. Sub-division of share capital

That the existing authorised share capital of 100 ordinary shares of £1 each be subdivided into 10,000 shares of 1p each, each having the rights set out in the Articles of Association of the Company as adopted pursuant to resolution number 4 below and that the memorandum be altered accordingly.

2. Increase in authorised capital

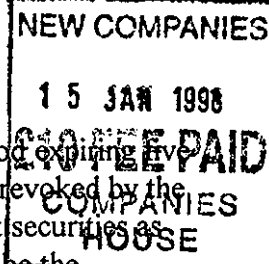
That the authorised share capital of the Company be hereby increased from £100 to £4,444.20 by the creation of:-

- 2.1 14,017 Ordinary Shares of 1p each ranking pari passu in all respects with the existing ordinary shares in the Company;
- 2.2 78,500 Preferred Ordinary Shares of 1p each;
- 2.3 180,769 "A" Preference Shares of 1p each;
- 2.4 137,618 "B" Preference Shares of 1p each;
- 2.5 23,316 Deferred Shares of 1p each

all such shares having the respective rights set out in the articles of association of the Company as proposed to be adopted by resolution number 4 below.

3. Approval of share allotment

- 3.1 That the directors are unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in section 80(2) of the Act) of the Company to such persons, on such terms and in such manner as



they think fit. The authority hereby conferred shall be for a period expiring five years from the date hereof unless previously renewed, varied or revoked by the Company in General Meeting and the maximum of such relevant securities as aforesaid which may be allotted pursuant to such authority shall be the authorised but as yet unissued share capital of the Company at the date and time of passing of this resolution and as increased by this resolution.

- 3.2 That the Directors shall be entitled under the authority hereby conferred or under any renewal thereof to make at any time prior to the expiry of such authority any offer or agreement which would or might require relevant securities as aforesaid to be allotted after the expiry of such authority.

4. **Adoption of new articles of association**

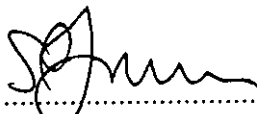
That the articles of association contained in the printed document produced to the meeting marked "A" and for the purpose of identification signed by the chairman thereof be and the same are approved and adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

5. **Disapplication of Pre-emption provisions**

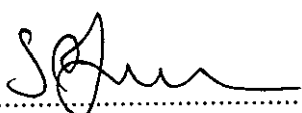
That subject to Resolution No. 3 above being passed the Directors shall be and are hereby empowered for a period expiring five years from the date hereof to allot any equity securities (as defined in Section 94(2) of the Act) of the Company pursuant to the authority conferred by Resolution No. 3 above as if Section 89(1) of the Act and the pre-emption rights contained in the Articles of Association of the Company did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power provided that such power shall, subject as aforesaid, cease to have effect when the said authority is revoked or would, if not renewed, expire or on the re-registering of the Company as a public company but if that authority is renewed the said power may also be renewed for a period not longer than that for which the authority itself is renewed by Special Resolution of the Company in General Meeting.

6. **Change of Name**

That the name of the Company be changed to "Pall Mall Holdings Limited".



 Hammond Suddards Directors Limited
 Date: 7th November 1997



 Hammond Suddards Secretaries Limited
 Date: 7th November 1997