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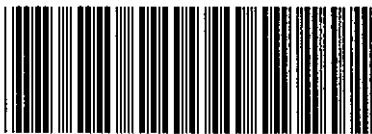
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3461641

The Registrar of Companies for England and Wales hereby certifies that
WILLOUGHBY (153) LIMITED

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

Given at Companies House, Cardiff, the 18th February 1998



C03461641H

R. C. Edwards
R. C. EDWARDS

For the Registrar of Companies

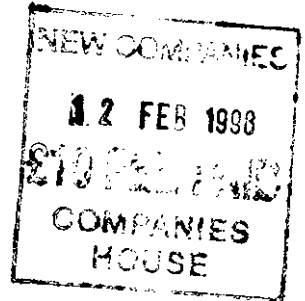


C O M P A N I E S H O U S E

HC006B

COMPANY NUMBER: 3461641

THE COMPANIES ACT 1985
AND
THE COMPANIES ACT 1989
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION OF
WILLOUGHBY 153 LIMITED




Passed the 6 day of February 1998

At an Extraordinary General Meeting of the above named Company duly convened and held on 6 February 1998 the following Resolution was passed:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to "Catering Partnership Holdings Limited".


.....
Chairman

Dated 6 February 1998

