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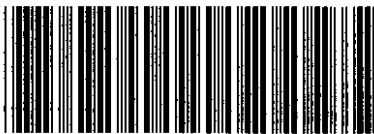
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3595233

The Registrar of Companies for England and Wales hereby certifies that
ALLIED DOMEQ RETAILING (OFF-SALES) LIMITED

having by special resolution changed its name, is now incorporated
under the name of
PUNCH RETAILING (OFF-SALES) LIMITED

Given at Companies House, Cardiff, the 23rd September 1999



C03595233M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

293060.

Allied Domecq Retailing (Off-Sales) Limited (the "Company")

Resolution in Writing of all the Members of the above Company

IT IS HEREBY RESOLVED AS A SPECIAL RESOLUTION:

3595233

THAT the name of the Company be changed from Allied Domecq Retailing (Off-Sales) Limited to Punch Retailing (Off-Sales) Limited with effect from the completion of the agreement entered into between Allied Domecq PLC, new Allied Domecq PLC, Allied Domecq Investments Limited and Punch Taverns Group Limited on 20 July 1999.

K. Oginsky

K.A. OGINSKY

DIRECTOR

FOR & ON BEHALF OF ALLIED DOMECQ RETAILING LIMITED

MEMBER

6/9/99

Date

Date

