

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3959664

The Registrar of Companies for England and Wales hereby certifies that

BASS LEISURE RETAIL LIMITED

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

SC RETAIL (NO 2) LIMITED

Given at Companies House, London, the 27th July 2001



C03959664Q


L. CONNELLY

For The Registrar Of Companies



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

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**PRINT OF SPECIAL RESOLUTION PASSED
AT AN EXTRAORDINARY GENERAL
MEETING OF THE COMPANY
HELD AT CAPE HILL, BIRMINGHAM
on 20th July 2001**

The name of the Company be changed to SC Retail (No 2) Limited.

Note: A copy of this resolution was sent to the Company's auditors, Ernst & Young on 20th July 2001 pursuant to S381B Companies act 1985.

LD1
COMPANIES HOUSE