

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4090163

The Registrar of Companies for England and Wales hereby certifies that

S&N RETAIL (NORTHAMPTON) LIMITED

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

SPIRIT GROUP RETAIL (NORTHAMPTON) LIMITED

Given at Companies House, London, the 26th November 2003



C04090163P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

COMPANY NO. 4090163

S&N RETAIL (NORTHAMPTON) LIMITED

(the "Company")



WRITTEN MEMBER'S RESOLUTION

In accordance with section 381A of the Companies Act 1985, **Scottish & Newcastle Retail Limited (Company Number 3794854)**, being the only Member of the Company which at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **AGREES** that the following resolution shall have effect as if passed as a special resolution by the Company in general meeting. Accordingly **IT IS RESOLVED THAT:**

1. That the name of the Company be changed to Spirit Group Retail (Northampton) Limited.

A handwritten signature in black ink, appearing to be "Went", written over a dotted line.

for and on behalf of
Scottish & Newcastle Retail Limited

20.11.03

Date

