FILE COPY



ON CHANGE OF NAME

Company No. 4250825

The Registrar of Companies for England and Wales hereby certifies that

FALLONLAND LIMITED

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

WALLIS RETAIL LIMITED

Given at Companies House, London, the 26th July 2001

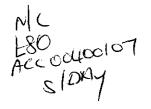


C04250825P

L. CONNELLY

For The Registrar Of Companies





Company No. 4250825



THE CO	MPANIES A	ACTS 1985	AND 1989
PRIVATE	COMPANY	LIMITED	BY SHARES

RESOLUTION IN WRITING

of

FALLONLAND LIMITED

Clifford Chance Nominees Limited, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company, RESOLVES, in accordance with section 381A of the Companies Act 1985, to pass the following as a written resolution:

THAT the Company's name be changed to WALLIS RETAIL LIMITED.

SIGNATURE:

for and on behalf of Clifford Chance Nominees Limited

DATE:

LD1 *LT7J9203* 0253 COMPANIES HOUSE 26/07/01

London-1/719793/01 B0012/11204