

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5957575

The Registrar of Companies for England and Wales hereby certifies that

PRECIS (2644) LIMITED

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

UNITED BISCUITS HOLDCO 2 LIMITED

Given at Companies House, London, the 17th November 2006



C05957575G

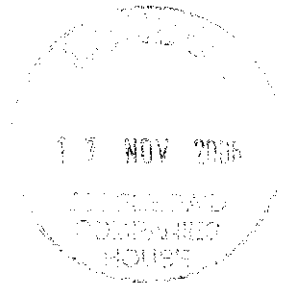


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

079122



PRECIS (2644) LIMITED (the "Company")

(COMPANY NUMBER 5957575)

WRITTEN RESOLUTION OF THE SOLE MEMBER OF THE COMPANY

IN LIEU OF A GENERAL MEETING

PASSED ON ...14.... NOVEMBER 2006

Precis (2643) Limited, the sole member of the Company entitled to attend and vote at a general meeting hereby resolves:

THAT the name of the Company be changed to United Biscuits Holdco 2 Limited.

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

For and on behalf of Precis (2643) Limited
(Authorised Signatory)

