



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 137859

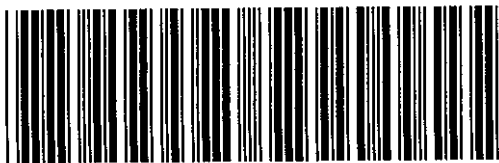
The Registrar of Companies for Scotland hereby certifies that

IN-N-OUT SHOP LIMITED

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

ROADSIDE DEVELOPMENTS HOLDINGS LIMITED

Given at Companies House, Edinburgh, the 5th June 1997

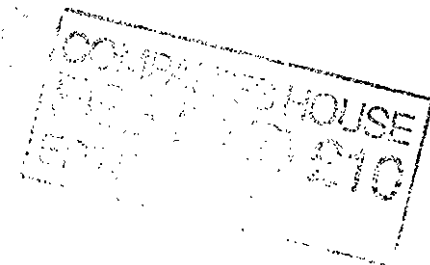


CSC1378594

SHEILA INGLIS
Registrar Of Companies



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



SPECIAL RESOLUTION

of

IN-N-OUT SHOP LIMITED

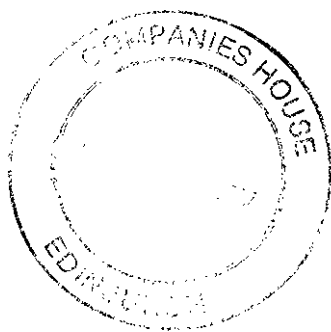
Registered in Scotland No 137859

Passed on 26 May 1997

At an extraordinary general meeting of IN-N-OUT SHOP LIMITED ("the Company") duly convened and held at 13A Alva Street, Edinburgh on 26 May 1997 the following resolution was duly passed as a

SPECIAL RESOLUTION

That the name of the Company be changed to ROADSIDE DEVELOPMENTS HOLDINGS LIMITED



Alexander Douglas Moffat
Secretary

17 May 1997

Registered office

13A Alva Street,

EDINBURGH, EH2 4PH.

