

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3858895

The Registrar of Companies for England and Wales hereby certifies that

MEASUREMARKET LIMITED

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

BHS GROUP LIMITED

Given at Companies House, London, the 2nd April 2001



C038588951

Ashah

For The Registrar Of Companies



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

SID 944 £80.00
NIC
BB 413739



Company Number 3858895

THE COMPANIES ACT 1985 - 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

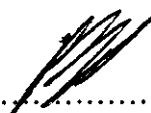
MEASUREMARKET LIMITED

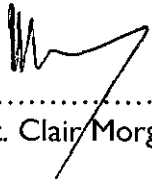
DATED 23rd March 2001

We, the undersigned, being the member of the Company who, at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company HEREBY PASS the following Resolution as a Resolution in writing (such Resolution to have effect as a Special Resolution) and agree that the said Resolution shall for all purposes be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held:-

Special Resolution

THAT the name of the Company be changed to BHS GROUP LIMITED


.....
Peter Anthony Barnes
Director


.....
Nicholas St. Clair Morgan
Director

For and on behalf of Global Textiles Investments Limited

