



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 6582033

The Registrar of Companies for England and Wales hereby certifies that

MM&S (5363) LIMITED

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

CHELSEA WINES & SPIRITS LIMITED

Given at Companies House on **5th June 2008**



C065820334



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

002144/50

Number of Company: 06582033



COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
MM&S (5363) LIMITED (the "Company")
5 JUNE 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a Special Resolution

CHANGE OF NAME

"That the name of the Company be changed to "Chelsea Wines & Spirits Limited"

Director

Vindex Limited

Director

Vindex Services Limited

THURSDAY



LD1 05/06/2008 133
COMPANIES HOUSE

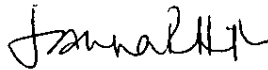
Number of Company: 06582033

COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
RESOLUTION
of
MM&S (5363) LIMITED (the "Company")
Passed 5 JUNE 2008

By written resolution of the shareholders of the Company, dated the 5th day of June 2008, the following resolution was duly passed as a Special Resolution

CHANGE OF NAME

"That the name of the Company be changed to "Chelsea Wines & Spirits Limited"



FOR AND ON BEHALF OF
MACLAY MURRAY & SPENS LLP

Company Secretary