

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 262254

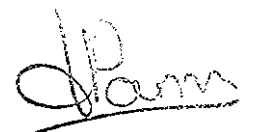
The Registrar of Companies for England and Wales hereby certifies that
STAINES INVESTMENTS LTD.

having by special resolution changed its name, is now incorporated
under the name of
BRITISH-AMERICAN TOBACCO (HOLDINGS) LIMITED

Given at Companies House, Cardiff, the 13th October 1995



C00262254C


MRS. L. PARRY

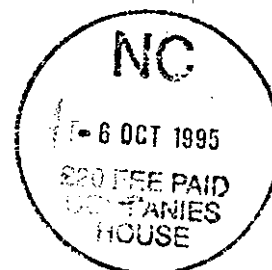
For the Registrar of Companies



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

HC006B

No. 262254



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- OF -

STAINES INVESTMENTS LIMITED

Passed the 3rd day of October 1995



At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company, duly convened and held at Windsor House, 50 Victoria Street, London SW1, on the 3rd day of October 1995, the following RESOLUTION was passed as a SPECIAL RESOLUTION:-

"That the name of the Company be changed to British-American Tobacco (Holdings) Limited".

DATED this 3rd day of October 1995.

A R HOLLIMAN
(Assistant Company Secretary)

