

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 970624

The Registrar of Companies for England and Wales hereby certifies that
LEISURE INTERNATIONAL LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GRAND METROPOLITAN INTERNATIONAL HOLDINGS LIMITED

Given at Companies House, Cardiff, the 20th December 1995



C00970624J

M. Lewis
M. LEWIS

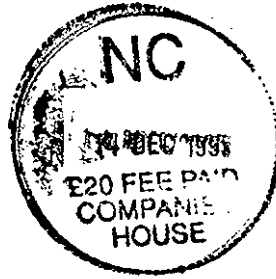
For the Registrar of Companies

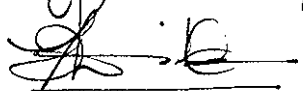


C O M P A N I E S H O U S E

HC006B

Company No 970624



12 December 1995
Certified a true copy

B. WICKHAM
(SECRETARY)

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

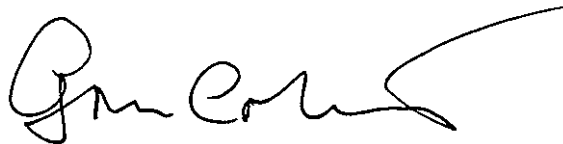
OF

LEISURE INTERNATIONAL LIMITED

Passed 29 November 1995

At an Extraordinary General Meeting of Leisure International Limited, duly convened and held on 29 November 1995 at 20 St James's Square, London SW1Y 4RR, the following resolution was duly passed as a Special Resolution:

"THAT the name of the company be changed to 'Grand Metropolitan International Holdings Limited'."



Chairman

