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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1081647

The Registrar of Companies for England and Wales hereby certifies that
SMEDLEY'S LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CHAMBERS FOODS LTD.

Given at Companies House, Cardiff, the 11th December 1998



C01081647A



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF
SMEDLEY'S LTD (01081647)
HELD AT BRIDGE ROAD, LONG SUTTON, SPALDING,
LINCS. PE12 9EQ.
ON 1ST DECEMBER 1998



All the members being present, IT WAS RESOLVED AS A SPECIAL RESOLUTION: -
That the name of the Company be changed to CHAMBERS FOODS LTD.

The Meeting then closed.


J E NICHOLS

