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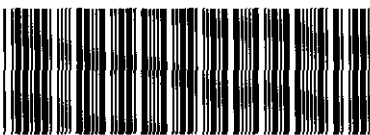
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2521626

The Registrar of Companies for England and Wales hereby certifies that
THE NEW ZEALAND WINE CLUB LIMITED

having by special resolution changed its name, is now incorporated
under the name of
FOSTER'S GROUP EMEA LIMITED

Given at Companies House, Cardiff, the 24th May 2005



C02521626N



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

12 11 11

£10 FEE PAID
COMPANIES
HOUSE

Company Number: 02521626

THE NEW ZEALAND WINE CLUB LIMITED

(the "Company")

RESOLUTION IN WRITING of members as a substitute for a formal resolution in general meeting.

We, the undersigned, being all of the members of the Company having the right to vote at general meetings, signify our assent to the passing of the resolution set out below pursuant to Article 9.3 of the Company's Articles of Association to the effect that such resolution shall be deemed to be as effective as if it had been passed at a general meeting of the Company duly called and held.

SPECIAL RESOLUTION

THAT the name of the Company is hereby changed from "The New Zealand Wine Club Limited" to "Foster's Group EMEA Limited".

Signed:

For and on behalf of **Cellarmaster Wines Holdings (UK) Limited**

John Philips (Director)

Date: 20 May 2005

