

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2548412

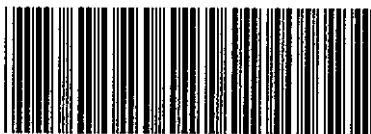
The Registrar of Companies for England and Wales hereby certifies that
UNICHEM RETAIL LIMITED

having by special resolution changed its name, is now incorporated

under the name of

ALLIANCE UNICHEM OVERSEAS HOLDINGS LIMITED

Given at Companies House, Cardiff, the 8th July 1999



C025484127



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

Company Number 2548412



THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
~~UNICHEM RETAIL LIMITED~~

Passed 17th May 1999

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 17th May 1999, the following Resolution was duly passed as a Special Resolution:

Special Resolution

THAT the name of the Company be changed to Alliance UniChem Overseas Holdings Limited.

J.F. Harris
Chairman



Unichem House
Cox Lane
Chessington Surrey KT9 1SN