

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2634629

The Registrar of Companies for England and Wales hereby certifies that
GUINNCO THREE LIMITED

having by special resolution changed its name, is now incorporated
under the name of
GUINNESS BREWING (UK) 1996 PROFIT SHARING SCHEME LIMITED

Given at Companies House, Cardiff, the 22nd November 1996



C02634629L

P. A. Morgan
P.A.MORGAN (MRS)

For the Registrar of Companies



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

HC006B



Company Number 2684629

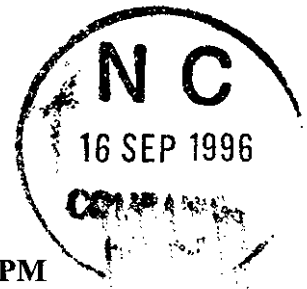


22.11

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF
GUINCO THREE LIMITED
PASSED ON WEDNESDAY 7TH AUGUST 1996 AT 3.00PM



At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at 39 Portman Square, London, W1H OEE, on Wednesday 7th August at 3.00pm, the following was duly passed as a Special Resolution:

Special Resolution

IT WAS RESOLVED THAT the name of the Company be changed to:-

"GUINNESS BREWING (UK) 1996 PROFIT SHARING SCHEME LIMITED"

