

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3892409

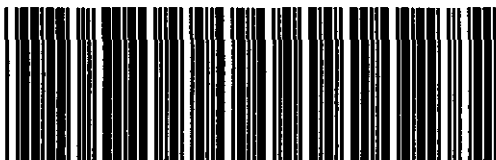
The Registrar of Companies for England and Wales hereby certifies that

STANDCREST PROPERTIES LIMITED

having by special resolution changed its name, is now incorporated
under the name of

TOPS MARKET SQUARE SHOPS LIMITED

Given at Companies House, London, the 13th January 2000



N. Richards.
MR. N. RICHARDS

C03892409C

For The Registrar Of Companies



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

Company No. 3892409

The Companies Acts 1985 to 1989



SPECIAL RESOLUTION
OF
STANDCREST PROPERTIES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company the following Resolutions were duly passed as Special Resolutions, viz:

RESOLUTIONS

Passed 21/12/1999

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

TOPS MARKET SQUARE SHOPS LIMITED

2. THAT, clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

A handwritten signature in cursive script, likely of the Chairman.

Chairman

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR COLLECTION BY STANLEY DAVIS GROUP LIMITED.

NIC £100

HSBC 105132

slay