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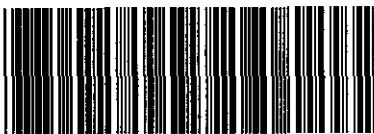
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3901334

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

having by special resolution changed its name, is now incorporated
under the name of
LA BODEGA TAPAS LIMITED

Given at Companies House, Cardiff, the 10th November 2000



C039013349



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

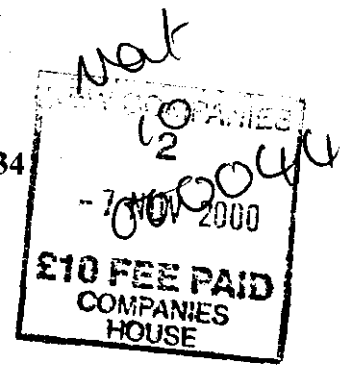


C O M P A N I E S H O U S E

HC006B

000044
THE COMPANIES ACT 1985

NO: 03901334



A PRIVATE COMPANY LIMITED BY SHARES

LANCEWAND LIMITED

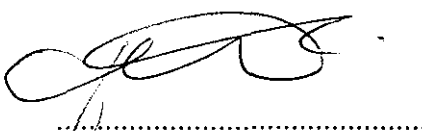
PURSUANT TO REGULATION 53 OF TABLE A IN THE SCHEDULE TO THE COMPANIES (TABLES A TO F) REGULATIONS 1985 AS AMENDED BY THE COMPANIES (TABLES A TO F) (AMENDMENT) REGULATION 1985, WE, THE UNDERSIGNED, BEING ALL THE MEMBERS OF THE ABOVE COMPANY FOR THE TIME BEING ENTITLED TO RECEIVE NOTICE OF, ATTEND AND VOTE AT GENERAL MEETINGS, HEREBY UNANIMOUSLY PASS THE FOLLOWING RESOLUTION AND AGREE THAT THE SAID RESOLUTION SHALL FOR ALL PURPOSES BE AS VALID AND EFFECTIVE AS IF THE SAME HAD BEEN PASSED AT A GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD.

SPECIAL RESOLUTION

That pursuant to the provisions of Section 28(1) of Part I of Chapter II of the Companies Act, 1985, the name of the Company be changed to:


La Bodega Tapas Limited

Dated 31st October 2000



Mr F Terrinoni

For and on behalf of
Lancewand Limited



Mr J Gil-Rios

For and on behalf of
Lancewand Limited

Being all the Members for the time being entitled to receive notice of and attend and vote at the Meetings of the Company.

