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**Certified extract from a meeting of the Board of Directors of
Diageo Finance Amsterdam & Co held at Lakeside Drive, Park Royal, London, NW10
7HQ
on 2 June 2011.**

It was proposed that the Company change its name to Diageo US Holdings pursuant to the Company's articles of association (the "**Change of Name**") The Chairman reported that the purpose of the meeting was to consider and, if thought fit, approve the Change of Name

Resolutions

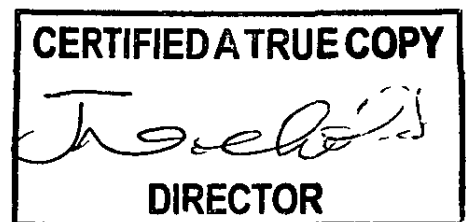
Having carefully considered the benefits to the Company that would result from the Change of Name, the Board agreed that it was in the best interests of the Company's business and to the commercial benefit and advantage of the Company to effect the Change of Name

Accordingly, **IT WAS RESOLVED** that

- (A) the Change of Name be and is hereby approved, and
- (B) any director be and is hereby authorised to take such further action on behalf of the Company as he or she may, in his or her sole discretion, consider necessary or desirable to give effect to the Change of Name

Filing

The Chairman instructed the Secretary of the Company to make all the necessary entries in the books and registers of the Company to reflect the business transacted at the meeting and to file any necessary forms and documents with the Registrar of Companies



WEDNESDAY



L11QUENE
LD4 01/02/2012 #38
COMPANIES HOUSE



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4245744

The Registrar of Companies for England and Wales hereby certifies that
under the Companies Act 2006:

DIAGEO FINANCE (NETHERLANDS) & CO.

a company incorporated as private unlimited; having its registered office
situated in England/Wales; has changed its name to:

DIAGEO US HOLDINGS

Given at Companies House on **3rd February 2012**



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES