

10-09-97

THE COMPANIES ACTS 1985 to 1989WRITTEN RESOLUTION OF THE MEMBERSOFPETER MACARTHUR & COMPANY LIMITEDREGISTERED NO: 19146

Pursuant to the provisions of Section 381 A of the Companies Act 1985 we, the undersigned, being all the members of the above company and having the right to attend and vote at a general meeting of the company hereby resolve as a special resolution:-

"That the name of the company be changed to BEAU BRUMMEL LIMITED."

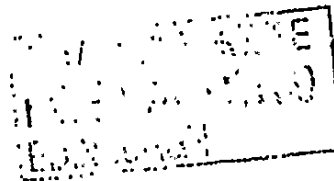
SIGNED AND DELIVERED AS A DEED BY
BANK OF SCOTLAND LONDON NOMINEES LIMITED
ACTING BY TWO DIRECTORS OR
A DIRECTOR AND SECRETARY.

.....
FOR AND ON BEHALF OF BANK OF SCOTLAND G. K. DIRECTOR
LONDON NOMINEES LIMITED

J. R. H. S. /
DIR. SEC.

[Signature]
.....
FOR AND ON BEHALF OF SEET PLC

03 SEP 1997



MACARTH. 1/EJCDR

10-09-97

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 19146

The Registrar of Companies for Scotland hereby certifies that

PETER MACARTHUR AND COMPANY LIMITED

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

BEAU BRUMMEL LIMITED

Given at Companies House, Edinburgh, the 9th September 1997



CSC0191468

Diane Birch
Registrar Of Companies



COMPANIES HOUSE