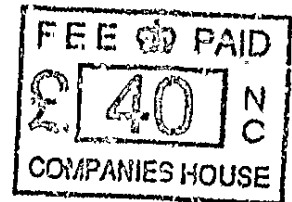


Company No 1465195



The Companies Act 1985  
Company Limited by Shares


SPECIAL RESOLUTION  
of  
Normans Group PLC

Passed on 13 September 1990

At an EXTRAORDINARY GENERAL MEETING of the above named company duly convened and held at The Brewery, Chiswell Street, London, EC1Y 4SD on 13 September 1990 the following Resolution was duly passed as a SPECIAL RESOLUTION of the Company:-

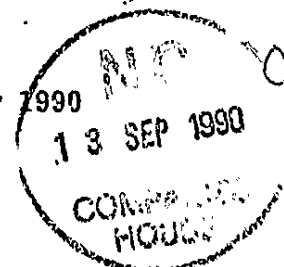
SPECIAL RESOLUTION

THAT the name of the Company be changed to Merchant Retail Group plc.

  
Chairman

X:\CHH\S5A3-980.R1

10 September 1990



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PS  
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FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 1465195

I hereby certify that

**NORMANS GROUP PLC**

having by special resolution changed its name,

is now incorporated under the name of

**MERCHANT RETAIL GROUP plc**

Given under my hand at the Companies Registration Office,

Cardiff the 13 SEPTEMBER 1990

*A. M. Evans.*  
A. M. EVANS

an authorised officer