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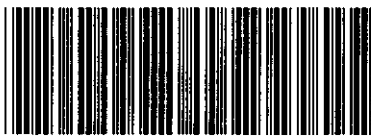
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2739718

The Registrar of Companies for England and Wales hereby certifies that
BASIC FOOD DISCOUNT LIMITED

having by special resolution changed its name, is now incorporated
under the name of
BUDGENS DISTRIBUTION SERVICES LIMITED

Given at Companies House, Cardiff, the 5th June 2001



C027397184



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

5/6

**SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACT**

ACCEPT UNSTAMPED £10
CN 52365
SIGNED Robin Woodgate
DATE 5-6-2001

COMPANY NUMBER: 2739718

COMPANY NAME: BASIC FOOD DISCOUNT LIMITED

At an Extraordinary General Meeting of the members of the above named Company, duly convened and held at Stonefield Way, Ruislip, Middlesex HA4 OJR on 31 May 2001 the following Special Resolution was duly passed:

That the name of the Company be changed to:

BUDGENS DISTRIBUTION SERVICES LIMITED

Signature... Robin Woodgate (Secretary)

Notes: Please return certificate to:

C/O BUDGENS PLC, STONEFIELD WAY, RUISLIP, MIDDLESEX HA4 OJR

