

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 213393

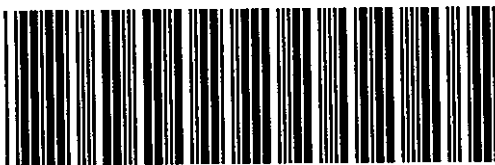
The Registrar of Companies for England and Wales hereby certifies that

GRAND METROPOLITAN FINANCE P.L.C

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

DIAGEO FINANCE PLC

Given at Companies House, London, the 16th December 1997



C00213393F

For The Registrar Of Companies



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

Company No: 213393



COMPANIES ACT 1985 AND 1989

SPECIAL RESOLUTION OF
GRAND METROPOLITAN FINANCE PUBLIC LIMITED COMPANY

PASSED ON 5 DECEMBER 1997

At an Extraordinary General Meeting of Grand Metropolitan Finance Public Limited Company, duly convened and held on 5 December 1997 at 8 Henrietta Place, London W1M 9AG the following resolution was duly passed as a Special Resolution:-

THAT the name of the Company be changed to "Diageo Finance plc".


Chairman

N/C
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S/DAY