

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Guinness UDV North America, Inc.		01/11/2002	CORPORATION: CONNECTICUT
RECEIVING PARTY DATA			
Name:	Diageo North America, Inc.		
Street Address:	Six Landmark Square		
City:	Stamford		
State/Country:	CONNECTICUT		
Postal Code:	06901-2704		
Entity Type:	CORPORATION: CONNECTICUT		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	872715	SCORESBY	
CORRESPONDENCE DATA			
Fax Number:	(202)739-3001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-739-5093		
Email:	trademarks@morganlewis.com		
Correspondent Name:	Kristin H. Altoff		
Address Line 1:	1111 Pennsylvania Ave, NW		
Address Line 2:	Attention: TMSU		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
NAME OF SUBMITTER:	Kristin H. Altoff		
Signature:	/Kristin H. Altoff/		
Date:	01/07/2005		

CH \$40.00 872715

Total Attachments: 2

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**TRADEMARK
 REEL: 003005 FRAME: 0181**

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**CERTIFICATE AMENDING
 THE
 CERTIFICATE OF INCORPORATION
 OF
 GUINNESS UDV NORTH AMERICA, INC.**

The undersigned officer of Guinness UDV North America, Inc. a Connecticut corporation (the "Corporation"), hereby certifies that:

- (1) The name of the Corporation is Guinness UDV North America, Inc.
- (2) The Certificate of Incorporation of the Corporation is hereby amended in accordance with the following resolution:

RESOLVED, That effective February 1, 2002, the Article First of the Certificate of Incorporation of the Company be amended to read in its entirety as follows:

"The name of the Corporation (which is hereinafter referred to as the "Company") is Diageo North America, Inc.

- (3) The resolution set forth above was approved by the sole shareholder of the Corporation pursuant to Section 33-698 of the Connecticut General Statutes on February 15, 2001. No shares are required to be voted as a class. The total number of shares entitled to vote on the amendment was as follows:

Total Number of Shares Voted: 1,000 Vote Favoring Adoption: 1,000

- (4) The Board of Directors further approved the amendment to the Certificate of Incorporation pursuant to Section 33-749 of the Connecticut General Statutes on January 11, 2002 by passing the following resolution:

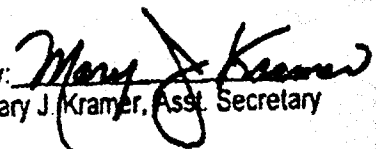
RESOLVED, That effective February 1, 2002, the Article First of the Certificate of Incorporation of the Corporation be amended to read in its entirety as follows:

"The name of the Corporation (which is hereinafter referred to as the "Company") is Diageo North America, Inc.

- (5) Pursuant to the resolutions of amendment, this Certificate of Amendment shall become effective at 12:00 a.m. on February 1, 2002.

- (6) Dated this 11th Day of January 2002.

GUINNESS UDV NORTH AMERICA, INC.

By: 
 Mary J. Kramer, Asst. Secretary

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
In this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this 28th day of March A.D. 2003

Susan Bysiewicz
SECRETARY OF THE STATE *ysw*