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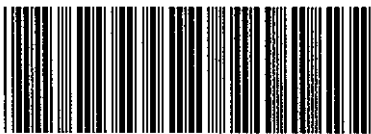
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1103760

The Registrar of Companies for England and Wales hereby certifies that
INDEPENDENT SCHOOLS JOINT COUNCIL

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

Given at Companies House, Cardiff, the 17th February 1998



C01103760G

A handwritten signature in black ink, appearing to read 'G A Brenton'.

G A BRENTON
For the Registrar of Companies



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

HC006B



The Directors of the Independent Schools Joint Council Ltd., Registered No. 1103760 passed the following Special Resolution:

Change of
Company Name

That the name of the Company (No.1103760)
be changed to the Independent Schools Council:

Adoption of
Seal

That upon receipt of the certificate of change
name a seal be prepared in the new name and that
it be adopted as the common seal of the company
and an impression be made hereon.

Signed:

S. Beer.

Chairman

Alistair B. Cooke

Company Secretary

9 February 1998