

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 1902475

The Registrar of Companies for England and Wales hereby certifies that

F.I. KERNEL LIMITED

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

F.I.ACADEMY LIMITED

Given at Companies House, Cardiff, the 4th January 1999



C019024753

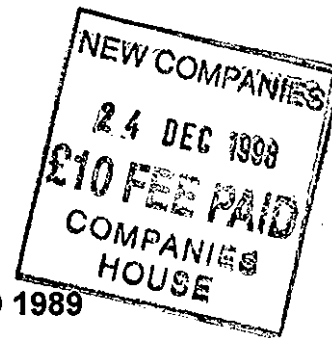


THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

Company number: 1902475



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF

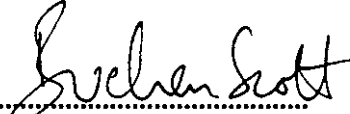
F.I.KERNEL LIMITED

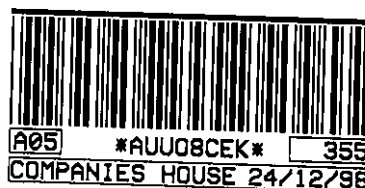
Passed on 11 December 1998

By Written Resolution of the above-named Company in accordance with the Articles of Association of the Company, the following Resolution was duly passed as a Special Resolution.

SPECIAL RESOLUTION

That the name of the Company be changed to F.I.Academy Limited.


.....
Company Secretary



Campus 300.

*mayhards Avenue
Hemel Hempstead
Herts HP2 7TR*