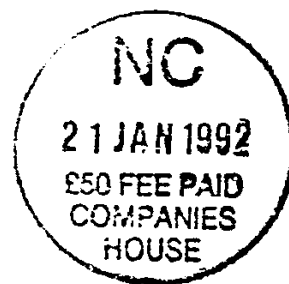


Number of Companies: 2383683

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES



SPECIAL RESOLUTION

- of -

BRAIN CLUBS LIMITED

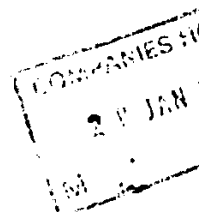
Passed the 5th day of November 1991.

At the Annual General Meeting of the above named Company, duly convened and held at The Park Court Hotel, London, W2 on the 5th November 1991, the following Special Resolution was passed:

RESOLUTION

The name of Brain Clubs Limited shall be changed to The Brain Trust Limited, subject to the approval of the Charity Commissioners and the Registrar of Companies.

  
.....  
Councillor





**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2383683

I hereby certify that


**BRAIN CLUBS LIMITED**

having by special resolution changed its name,

is now incorporated under the name of

**THE BRAIN TRUST LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 3 FEBRUARY 1992

  
MRS. L. PARRY

an authorised officer