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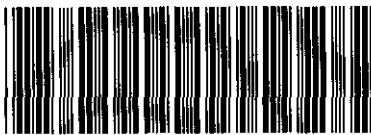
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2659801

The Registrar of Companies for England and Wales hereby certifies that  
KATEVA SCHOOLS LIMITED

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

Given at Companies House, Cardiff, the 4th June 2001



\*C026598013\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*  
— for the record —

HC006B

Incorporated in England and Wales  
Company Number : 2659801

200201 4/60  
The Companies Act 1985  
(As amended by the  
Companies Act 1989)

<COPY>  
SPECIAL RESOLUTION  
OF  
KATEVA SCHOOLS LIMITED

Passed the 22 May 2001

At an Extraordinary General Meeting of the Company duly convened and held at 11 Downshire Hill, Hampstead, London NW3 1NR on 22 May 2001, the following Resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

That the existing Clause 1 of the Memorandum of Association be amended as follows:-

"The name of the Company is:- Kateva Management Limited" by changing the name of the Company from Kateva Schools Limited to Kateva Management Limited.

x Peter Toney YPT  
..... Chairman

