

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2746616

The Registrar of Companies for England and Wales hereby certifies that

REED ELSEVIER PLC

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

REED ELSEVIER GROUP PLC

Given at Companies House, London, the 19th April 2002



C02746616I

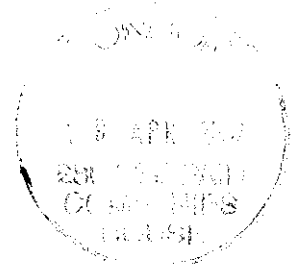
A handwritten signature in black ink, likely belonging to the Registrar of Companies.

For The Registrar Of Companies



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

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACT



NATWEST
032187

COMPANY NUMBER 2746616

COMPANY NAME Reed Elsevier plc

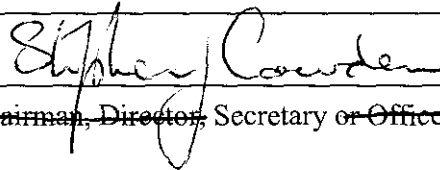
At an Extraordinary General Meeting of the members of the above named company,
duly convened and held at:
The Millennium Hotel, London W1

on the 9th day of April 20 02

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME Reed Elsevier Group plc

Signature: 

~~Chairman, Director, Secretary or Officer of the Company~~

Notes:

NB. The copy resolution must be filed with the Registrar of Companies within 15 days after the passing of the resolution. Please insert name and address to which the certificate is to be sent.

