

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4073121

The Registrar of Companies for England and Wales hereby certifies that
FINANCE IN EDUCATION LIMITED

having by special resolution changed its name, is now incorporated
under the name of
CENTRE FOR EDUCATION AND MANAGEMENT LIMITED

Given at Companies House, Cardiff, the 26th January 2004



C04073121P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



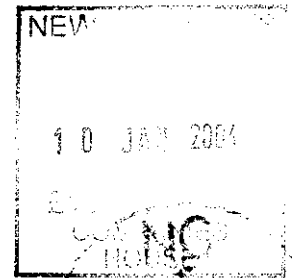
Companies House
— for the record —

HC006B

CON 59296-PSA

002146

COMPANIES ACTS
WRITTEN RESOLUTION
OF



NAME OF EXISTING COMPANY: FINANCE IN EDUCATION LIMITED

COMPANY NUMBER: 4073121

We the undersigned, being all the members of the above company, for the time being entitled to receive notice of, attend and vote at General Meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the company duly convened and held.

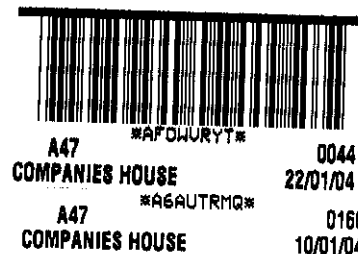
It is resolved that the name of the company be changed to:~

CENTRE FOR EDUCATION AND MANAGEMENT LIMITED

Dated this 7th day of JANUARY 2004.

Signed

R. Math-
Chris A. Math-
Must B. Math-
SA



Notes :

- The resolution must be delivered to Companies House within 15 days of it being passed.
- A £10 fee is required to change the name (cheques made payable to "Companies House").
- Have you checked whether the new name is available at www.companieshouse.gov.uk ?
- Please provide the name and address to which the certificate is to be sent.