

G

COMPANIES FORM No. 12

22315 40

12

**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

[] [] [] []

[]

Name of company

* Barclays Career Development Loan Limited

* insert full
name of Company

I, LAURENCE HERBERT WILSON
of 87 NEW STREET HILL
BROMLEY
KENT BR1 7BA

† delete as
appropriate

do solemnly and sincerely declare that I am a ~~(Solicitor engaged in the formation of the company)~~^{SEP}†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at _____

Declarant to sign below

54 LOMBARD STREET
STREET EC3P 3AH

the 1st day of March

One thousand nine hundred and EIGHTY EIGHT

before me Julian E. P...

Lawson

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~
having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

For official Use
New Companies Section

COMPANIES REGISTRATION
15 MAR 1988
OFFICE 11

COMPANIES REGISTRATION
16 APR 1988

G

COMPANIES FORM No. 10

10**Statement of first directors
and secretary and intended
situation of registered office**Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* insert full name
of company

• Barclays Career Development Loan Limited

The intended situation of the registered office of the company on incorporation is as stated below

54 LOMBARD STREET

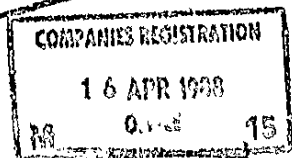
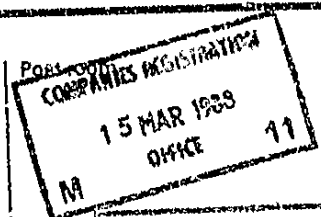
LONDON

Postcode EC3P 3AH

If the memorandum is delivered by an agent for the subscribers of the
memorandum please mark 'X' in the box opposite and insert
the agent's name and address below

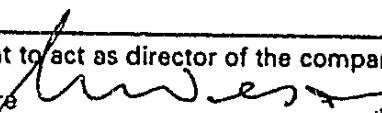
Postcode

Number of continuation sheets attached (see note 1)


Presentor's name address and
reference (if any):For official Use
General Section

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) BARCLAYS HOLDINGS LIMITED		Business occupation
Previous name(s) (note 3)		Nationality BRITISH REGISTERED
Address (note 4) 54 LOMBARD STREET		
LONDON		Date of birth (where applicable) (note 6)
	Postcode EC3P 3AH	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature 		FOR BARCLAYS HOLDINGS LTD DIRECTOR Date 1st March 1988

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

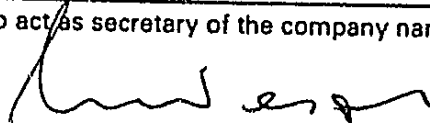
Name (note 3) BARCLAYS GROUP LIMITED		Business occupation
Previous name(s) (note 3)		Nationality BRITISH REGISTERED
Address (note 4) 54 LOMBARD STREET		
LONDON		Date of birth (where applicable) (note 6)
	Postcode EC3P 3AH	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature 		FOR BARCLAYS GROUP LTD DIRECTOR Date 1st March 1988

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		
		Date of birth (where applicable) (note 6)
	Postcode	
Other directorships †		
I consent to act as director of the company named on page 1		
Signature		Date

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		
LAURENCE HERBERT WILSON		
Previous name(s) (note 3)		
NONE		
Address (notes 4 & 7)		
87 NEW STREET HILL		
BROMLEY		
KENT		Postcode
		BR1 5BA
I consent to act as secretary of the company named on page 1		
Signature 		Date 1st March 1988



Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers	Date
---------------------------------------------	------

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed FOR BARCLAYS HOLDINGS LIMITED	Date
Signed  Director	Date 1st March 1988
Signed FOR BARCLAYS GROUP LIMITED	Date
Signed  Director	Date 1st March 1988

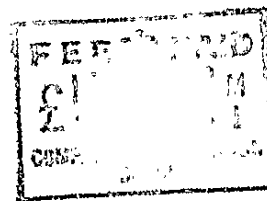
THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- of -

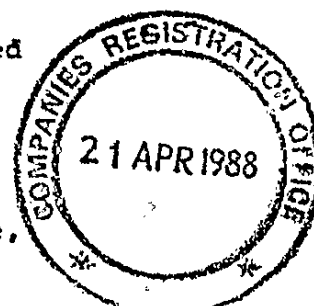
BARCLAYS CAREER DEVELOPMENT LOAN LIMITED



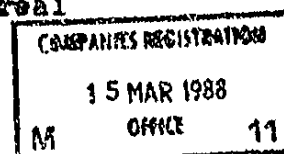
1. The name of the Company is "Barclays Career Development Loan Limited".
2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:-

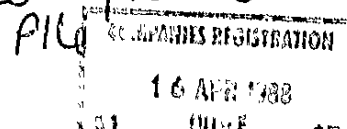
(A) (1) To acquire (whether by way of purchase, subscription or by any other means) and to hold, dispose of and deal in the stocks, shares, bonds, debentures, debenture stock, obligations, notes and securities of any government, state, company, corporation, municipal or local, or other body or authority, and to acquire as aforesaid, hold, dispose of and deal in all other property (whether real



- 1 -



BARC/E357/165100



or personal) or any interest or rights in or related thereto.

(ii) To receive monies on deposit, current account or otherwise and to advance or lend money or grant financial accommodation with or without security; to enter into arrangements with companies, firms and persons for promoting the manufacture, sale, purchase, acquisition or provision or utilisation for any purpose of goods, articles, property, commodities, and services of all kinds and descriptions, either by buying, selling, letting on hire, charter, hire purchase or easy payment systems or by financing or assisting such companies, firms or persons to do all or any of the foregoing acts, transactions and things and in such manner as may be expedient, to acquire and discount hire, hire purchase, charter or other agreements or any rights thereunder (whether proprietary or otherwise) and generally to act as bankers, financiers, traders, commission agents or in any other capacity.

(iii) To act as executors and trustees of wills, settlements and trusts of all kinds and to undertake, execute, constitute and manage trusts of every nature, including (but without limitation) unit trusts, investment trusts,

mutual funds and pension funds; to promote, guarantee, underwrite, manage, participate in and carry out any public or private issue of the securities of any company; to provide advisory, management and other services in relation to investments; to give guarantees and indemnities of all kinds; and generally to act as financial consultants and merchant bankers in all their respective branches.

(B) To carry on any other business or activity and do anything of any nature which may seem to the Directors capable of being conveniently carried on or done in connection with the foregoing objects, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's business or property.

(C) To purchase, take options over, take on lease or in exchange, hire or otherwise acquire, for any estate or interest and on such terms and for such consideration as may be considered expedient, construct and develop real and personal property of every kind.

(D) To apply for or join in applying for or otherwise acquire any letters patent, patent rights, brevets d'invention, licences of any kind, concessions, secret processes or

registered designs, trade marks or the like which may appear to be useful to the Company, and to register, protect, prolong, renew, exercise, develop, grant licences under, use, manufacture under, or turn to account the same by merchandising or otherwise.

(E) To lend money to or grant or provide credit or financial accommodation to any person or company in any case in which such grant or provision is considered likely directly or indirectly to further any of the objects of the Company or the interests of its Members.

(F) To invest any monies of the Company not immediately required for the purposes of the business of the Company in such investments (other than shares in the Company or its holding company, if any) and in such manner as may from time to time be determined, and to hold, sell or otherwise deal with such investments.

(G) To amalgamate with or enter into partnership or any joint purse or profit-sharing arrangement with, or to co-operate or participate in any way with, or assist or subsidise, any company

or person carrying on or proposing to carry on any business within the objects of the Company or possessed of any property suitable for the purpose of the Company.

- (H) To borrow and raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages of or charges upon all or any part of the undertaking, real and personal property (present or future) and uncalled capital of the Company or by the creation and issue of debentures, debenture stock or other obligations or securities of any description.
- (I) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, whether by personal covenant or by mortgaging or charging all or any part of the undertaking, real and personal property (present or future) and uncalled capital of the Company or by both such methods, the repayment or payment of any principal or capital monies, premiums, interest, dividends and other monies secured by or payable under or in respect of any obligations or securities of any kind or

description, including in particular those of any company which is for the time being the Company's holding company (as defined by Section 154 of the Companies Act, 1948) or any other company which is for the time being a subsidiary (as defined by the said Section) of the Company's holding company or is otherwise associated with the Company in business.

(J) To sell, exchange, mortgage, let on rent, share of profit, royalty or otherwise, grant licences, easements, options, servitudes and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares, debentures or other obligations or securities, whether fully or partly paid up, of any other company.

(K) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscription of, or otherwise assisting in the issue of, any shares, debentures or other securities of the Company or in or about the formation of the Company or the conduct of its business.

- (L) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal with bills of exchange, promissory notes and other negotiable or transferable instruments.
- (M) To establish or promote, or concur or participate in establishing or promoting any company for the purpose of carrying on any business or activity within the objects of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to subscribe for, underwrite, purchase or otherwise acquire the shares, stocks and securities of any such company or of any other company carrying on or proposing to carry on any business or activity within the objects of the Company or possessed of any property suitable for the purposes of the Company.
- (N) To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which the Company is authorised to carry on, or the carrying on of which is calculated to benefit the Company or to advance its interests, or possessed of any property suitable for the purposes of the Company.

(O) To procure the registration or incorporation of the Company in or under the laws of any place outside England.

(P) To subscribe or guarantee money for any purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members or for any national, charitable, benevolent, public, general or useful object.

(Q) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of its holding company, if any, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also to establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be

for the benefit of any such persons as aforesaid, or to advance the interest and well-being of the Company or of any such other company as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.

(R) To act as secretaries, managers, registrars or transfer agents for any other company.

(S) To act as nominee or agent or attorney, either solely or jointly with others, for any person or persons, company, corporation, government, state, or province, or of any municipal or other authority or public body.

(T) To hold in trust, and whether solely or jointly with others as trustee for or nominee of any person or persons, company, corporation, government, state, or province, or any municipal or other authority or public body, and deal with, manage and turn to account, any real or personal property of any kind, and in particular shares, stocks, debentures, securities, policies, book debts, claims and choses in action, lands, buildings, hereditaments, business concerns and

undertakings, mortgages, charges, annuities, patents, licences, and any interest in real or personal property, and any claims against such property or against any person or company or corporation.

(U) To distribute any of the property of the Company among its Members in specie or kind.

(V) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.



And it is hereby declared that the word "company" in this Clause, except where used in reference to this Company, shall be deemed to include any government or statutory body, partnership or other body or persons whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that the objects specified in the different paragraphs of this Clause shall not, except where the context expressly so requires, be in anywise limited or restricted by reference to or inference from the

terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

The several companies whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and they respectively agree to take the number of shares in the capital of the Company set opposite their respective names.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS	Number of Shares taken by each Subscriber
BARCLAYS HOLDINGS LIMITED 54 LOMBARD STREET LONDON EC3P 3AH  DIRECTOR	ONE
BARCLAYS GROUP LIMITED 54 LOMBARD STREET LONDON EC3P 3AH  DIRECTOR	ONE

Dated the 14th day of March 1988

WITNESS TO THE ABOVE SIGNATURES:-

Barclays Bank PLC
 Secretary's Office
 54 Lombard Street
 London EC3P 3AH



BANK OFFICIAL

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

- of -

BARCLAYS CAREER DEVELOPMENT LOAN LIMITED

PRELIMINARY

1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 ("Table A") shall apply to the Company with the following modifications:
 - 1.1 they shall not apply to the extent that they are excluded or varied by or inconsistent with these articles of association;
 - 1.2 to the extent (if any) that they are amended from time to time, they shall apply as amended, except to the extent that any amendment is inconsistent with these articles of association;
 - 1.3 they shall not apply if they are repealed and new regulations are enacted in their place; in that case, (a) the new regulations shall apply except to the extent that they are inconsistent with these articles of association, and (b) this paragraph 1.3, and paragraph 1.2 above, shall apply to the new regulations, and to any new regulations in turn enacted in their place or in place of any remoter successor to Table A, as they applied to the regulations contained in Table A;
 - 1.4 in Table A, and in any amendment to Table A or any regulations applying as set out in paragraphs 1.2 or 1.3 above, "Secretary" shall mean the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a Joint, Assistant or Deputy Secretary.
 - 1.5 Words or expressions contained in these Articles of Association bear the same meaning as in the Act (as defined in Table A) but excluding any statutory modification or re-enactment which gives a meaning which is inconsistent with these Articles of Association.

- THE SEAL
2. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The use of the seal shall not require the authority of the Directors.

DIRECTORS

Alternate

3. Any Director (other than an alternate director) may appoint any other Director, or any other person approved by the Directors and willing to act, to be an Alternate Director and may remove from office an Alternate Director so appointed by him.

An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not, without the authority of the Board of Directors, be entitled to receive any remuneration from the Company for his services as an Alternate Director but it shall not be necessary to give notice of such a meeting to an Alternate Director who is absent from the United Kingdom.

An Alternate Director shall cease to be an Alternate Director if his appointor ceases to be a Director; but, if a Director retires but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an Alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment.

Any appointment or removal of an Alternate Director shall be by notice to the Company signed by the Director making or revoking the appointment or in any other manner approved by the Directors.

Save as otherwise provided in the articles, an Alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him.

Contracts

4. A Director who is in any way either directly or indirectly interested in a contract, arrangement or matter or proposed contract or arrangement with or concerning the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Companies Act 1985. A Director shall declare his interest in the

same manner if his duty conflicts or may conflict with the interests of the Company. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract, arrangement or matter in which he is interested, directly or indirectly, or in which his duty conflicts or may conflict with the interests of the Company, and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

Appointment/Removal

5. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings may at any time and from time to time by memorandum in writing signed by or on behalf of such holder or holders appoint any person to be a Director or remove any Director (whether or not appointed under this Article 5) from office. Every such appointment or removal shall take effect upon receipt of the memorandum by the Secretary of the Company. In the case of a corporation it shall be sufficient if such memorandum is signed by a Director thereof or by any other officer or official duly authorised in that behalf.

Casual Vacancy

6. The Directors shall have power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and any Director so appointed shall hold office until he is removed or resigns.

Remuneration

7. The remuneration of each Director shall be such as shall be determined from time to time by the Directors. The Company shall not be obliged to pay the same rate of remuneration to each Director for his ordinary services as a Director. Any such remuneration shall be deemed to accrue from day to day.

NO ROTATION OF DIRECTORS

8. Directors shall remain continuously in office, without rotation, from the date of their appointment until their resignation or removal.

RESOLUTIONS IN WRITING

9. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an Alternate Director entitled to sign the same under Article 3 need not also be signed by his appointor and, if it is signed by a Director who has appointed an Alternate Director, it need not be signed by the Alternate Director in that capacity.

ADVISORY DIRECTORS

10. Where the Board considers that the advice or assistance of any person would from special knowledge or for any other reason be beneficial to the Company the Board may at any time appoint such person to be an Extra or Advisory Director and may at any time revoke any such appointment. Subject to such power of revocation a person appointed an Extra or Advisory Director shall hold such office for such period not exceeding one year from his appointment as the Board shall fix on his appointment, and in default of any period being so fixed then for one year from his appointment. An Extra or Advisory Director vacating such office shall be eligible for re-appointment. The duties and remuneration of an Extra or Advisory Director shall be such as may be agreed between him and the Board. Any person so appointed shall not be a Director of the Company for any of the purposes of these Articles nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board pursuant to such agreement. An Extra or Advisory Director shall not be a member of the Board and shall not be entitled to be present at any meeting of the Board except at the request of the Board, and if present at such request he shall not be entitled to vote thereat.

ASSISTANT DIRECTORS

11. The Board may from time to time appoint any manager or other person in the employment of the Company or of the Company's holding company or of any other subsidiary of the Company's holding company to be an Assistant Director of the Company. Any person so appointed shall not be a Director of the Company for any of the purposes of

these Articles nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board. The appointment, removal and remuneration of an Assistant Director shall be determined by the Board. An Assistant Director shall not be entitled to receive notice of or attend at any Board Meeting unless invited to do so by the Board, and he shall not vote on any resolution proposed at a meeting of the Board.

MINUTES

12. The Board shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of the proceedings of all meetings of the Board, and of the attendances thereat, and all business transacted at such meetings; and any such minutes relating to any such meeting, if purporting to be signed by the Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

LOCAL BOARDS

13. The Board may establish any divisional, departmental, regional or local boards, managing committees or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons (whether being Directors or not) to be members of such boards, agencies or committees and may appoint any such persons as aforesaid to be regional directors, local directors, managers or agents, and may fix the remuneration of any persons so appointed, and may delegate to any such board, managing committee, agency, regional director, local director, manager or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any such boards, agencies or managing committees, or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such other terms and subject to such other conditions as the Board may think fit, and the Board may remove any person so appointed, and may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

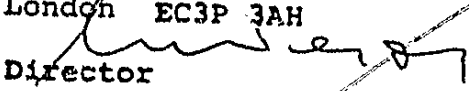
SECRECY

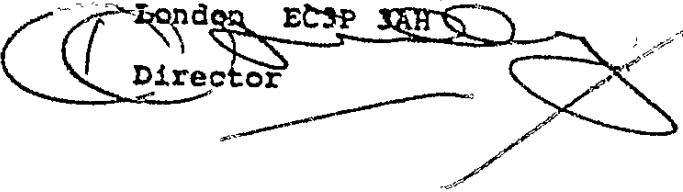
14. Every Director, trustee manager, auditory member of a committee, officer, agent, or employee of the Company shall be bound (and if required by the Directors shall before entering on his duties execute a declaration or contract pledging himself) to observe strict secrecy respecting all transactions of the Company, (including without limitation) transactions with customers and the state of customers' accounts, and all matters relating thereto and not to reveal any matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by a Court of Law or by the third party or parties to whom such matters relate or so far as may be necessary in the conduct of the business of the Company or in order to comply in any other way with any provisions of the Articles.

SECRETARY

15. Each holder for the time being of the office of Secretary, Deputy Secretary and Assistant Secretary of the ultimate holding company of the Company, and each person appointed for the time being to perform the duties of any such office, whether in place of the holder thereof or under circumstances where there is no holder thereof, shall, for so long as he is such holder or so appointed, be also the Secretary, the Deputy Secretary and Assistant Secretary, respectively, of the Company, unless otherwise determined by the Directors.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

BARCLAYS HOLDINGS LIMITED
54 Lombard Street
London EC3P 3AH

Director

BARCLAYS GROUP LIMITED
54 Lombard Street
London EC3P 3AH

Director

Dated this 1st day of March 1988

WITNESS TO THE ABOVE SIGNATURES:-

Barclays Bank PLC
Secretary's Office
54 Lombard Street
London EC3P 3AH



BANK OFFICIAL

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2251540

I hereby certify that

BARCLAYS CAREER DEVELOPMENT LOAN LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 5 MAY 1988

A handwritten signature in dark ink, appearing to read 'J. D. Cawley'.

MR. J. D. CAWLEY
an authorised officer

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BARCLAYS CAREER DEVELOPMENT LOAN LIMITED
(Passed 6th May 1988)

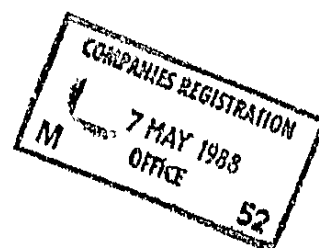
At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 54 Lombard Street, London EC3P 3AH on 6th May 1988, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Company having satisfied the provisions of Section 152, Companies Act 1985, relating to dormant companies, be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.



MISS M STREET
CHAIRMAN



BARCLAYS CAREER DEVELOPMENT LOAN LTD

We all the shareholders of the above Company

1. HEREBY RESOLVE as an Elective Resolution
THAT

- (a) Pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked.
- (b) Pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
- (c) Pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
- (d) The Company hereby elects pursuant to Section 80A(1) of the Companies Act 1985 that the provisions of Section 80A of that Act apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or the renewal after the said election of authority to allot shares.

AND

2. HEREBY RESOLVE as an Ordinary Resolution
THAT

the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.

Dated this 20th day of December 1990

For and on behalf of Barclays Holdings Limited

..... *[Signature]* (Director)

For and on behalf of Barclays Group Limited



I certify that the above
is a true copy

..... *[Signature]* (Director)

For Barclays Career Development Loan Limited

[Signature]
ASSISTANT SECRETARY

No. 2251540

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
BARCLAYS CAREER DEVELOPMENT LOAN LIMITED

Passed the 28th day of June 1991

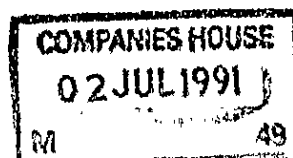
At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at Johnson Smirke Building, 4 Royal Mint Court, London EC3N 4HJ on 28th June 1991, the following resolution was duly passed as a SPECIAL RESOLUTION:-

SPECIAL RESOLUTION

THAT Articles of Association in the form attached hereto and initialled for the purpose of identification by the Chairman of the Meeting be and they are hereby adopted as the Articles of Association of the Company in substitution for its existing Articles of Association.



M STREET
CHAIRMAN OF THE MEETING



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

BARCLAYS CAREER DEVELOPMENT LOAN LIMITED

PRELIMINARY

1. The regulations contained in Table A (which expression means that Table A which was prescribed by regulations made pursuant to the Companies Act 1985 and was in force on 1st August 1985) shall apply to the Company with the following modifications:
 - 1.1 they shall not apply to the extent that they are excluded or varied by or inconsistent with these Articles of Association;
 - 1.2 in Table A and in these Articles "Secretary" shall mean the Secretary of the Company or any other person appointed to perform the duties of the Secretary of the Company, including a Joint, Deputy or Assistant Secretary;
 - 1.3 words or expressions contained in these Articles of Association bear the same meaning as in the Act (as defined in Table A) but excluding any statutory modification or re-enactment which gives a meaning which is inconsistent with these Articles.

THE SEAL

2. Regulation 101 of Table A shall not apply to the Company. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or by a second Director. The use of the seal shall not require the authority of the Directors.

DIRECTORS AND DIRECTORS' PROCEEDINGS

Alternate Directors

3. Regulation 66 of Table A shall not apply to the Company. An Alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not, without the authority of the Board, be entitled to receive any remuneration from the Company for his services as an Alternate Director. However, it shall not be necessary to give notice of such a meeting to an Alternate Director who is absent from the United Kingdom. Every Alternate Director shall be entitled to sign or, in the case of a telex, facsimile transmission or electronic mail transmission, send on behalf of the Director appointing him a resolution in writing of the Directors pursuant to Article 12.
4. Regulation 68 of Table A shall not apply to the Company. Any appointment or removal of an Alternate Director shall be by written notice signed (except in the case of an appointment or removal by telex or a facsimile transmission of an appointment or removal otherwise complying with the requirements of this Article) by the Director making or revoking the appointment, or in such other manner as the Directors may approve, and deposited or received at the office, or received by the Secretary.

Disclosure of Interests

5. Regulation 94 of Table A shall not apply to the Company. Subject to the provisions of the Act a Director who is in any way either directly or indirectly interested in a contract, arrangement or matter or proposed contract or arrangement with or concerning the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 317 of the Act. A Director shall declare his interest in the same manner if he has (directly or indirectly) a duty which conflicts or may conflict with the interests of the Company. Subject to such disclosure, a Director shall be entitled to vote in respect of any contract, arrangement or matter in which he is interested, directly or indirectly or in which his duty conflicts or may conflict with the interests of the Company, and if he shall do so his vote shall be counted and he may be taken into account in ascertaining whether a quorum is present.

Appointment/Removal of Directors

6. The holder or holders of a majority in nominal value of such part of the issued share capital of the Company as confers the right for the time being to attend and vote at General Meetings may at any time and from time to time by memorandum in writing appoint any person to be a Director or remove any Director (whether or not appointed under this Article 6) from office. Such memorandum shall (except in the case of an appointment or removal by telex or a facsimile copy of an appointment or removal otherwise complying with the requirements of this Article) be signed by or on behalf of the holder or holders making such appointment or removal. Every such appointment or removal shall take effect upon receipt of the memorandum by the Secretary. In the case of a corporation it shall be sufficient if such memorandum is signed or issued by a director thereof or by any other officer or official duly authorised in that behalf.

Casual Vacancy

7. Regulation 79 of Table A shall not apply to the Company. The Directors shall have the power to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, subject to any maximum for the time being in force, and any Director so appointed shall hold office until he is removed or resigns.

Remuneration of Directors

8. Regulation 82 of Table A shall not apply to the Company. The remuneration of each Director shall be such as shall be determined from time to time by the Directors. The Company shall not be obliged to pay the same rate of remuneration to each Director for his ordinary services as a Director. Any such remuneration shall be deemed to accrue from day to day.

No Rotation of Directors

9. Regulations 73 to 78 inclusive and regulation 80 of Table A shall not apply to the Company. Directors shall remain continuously in office, without rotation, from the date of their appointment until their resignation or removal.

Notice of Meetings

10. In Regulation 88 in Table A there shall be substituted for the third sentence the following sentences, namely: "Every Director shall be given notice of every meeting of the Directors, such notice to be sent to such address as is notified by him to the Company for this purpose or otherwise communicated to him personally. Any Director may by notice to the Company either before or after the meeting waive his right to receive notice of the meeting and any Director who either:

- (a) is present at the commencement of a meeting whether personally or by his Alternate Director; or
 - (b) does not, within 7 days following its coming to his attention that a meeting has taken place without prior notice of such meeting having been given to him pursuant to this Regulation, notify the Company that he desires the proceedings at such meeting to be regarded as a nullity,
- shall be deemed thereafter to have waived his right to receive notice of such meeting pursuant to this Regulation".

Quorum

11. The following sentence shall be substituted for the final sentence of Regulation 89 in Table A, namely:

"For the purpose of determining whether a quorum exists for the transaction of the business of the Directors:

- (a) in the case of a resolution of Directors, who would (if attending a meeting) comprise a quorum, and who are in telephonic or audio visual communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the Directors duly convened and held;
- (b) in the case of a meeting of the Directors, in addition to the Directors present at the meeting, any Director in telephonic or audio visual communication with such meeting shall be counted in the quorum and entitled to vote; and
- (c) any person attending a meeting of the board, or in telephonic or audio visual communication with such a meeting, who is both a Director and is acting as an Alternate Director for one or more of the Directors shall for the purpose of the quorum be counted as one for each such person for whom he is acting as an Alternate Director and, if applicable, also be counted as a Director, but not less than two individuals shall constitute a quorum".

Resolutions in Writing

12. Regulation 93 of Table A shall not apply to the Company. A resolution in writing signed or given by all the Directors or Committee members entitled to receive notice of a meeting of Directors or of a committee of the Board shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of the Board duly convened and held either:

- (a) if it consists of an instrument executed by or on behalf of each such Director or committee member; or
- (b) if it consists of several instruments in the like form each either:

- (i) executed by or on behalf of one or more of such Directors or committee members; or
- (ii) sent by or on behalf of one or more of such Directors or committee members by telex, facsimile transmission or electronic mail and deposited or received at the office or received by the Secretary.

Delegation of Directors' Powers

13. Regulation 72 of Table A shall not apply to the Company. Subject to the provisions of the Act, the Board may delegate any or all of its powers, authorities and discretions under these Articles of Association (irrespective of whether such powers, authorities and discretions are described in these Articles as vesting in or belonging to the Directors or the Board) to any committee consisting of one or more persons (whether or not being Directors).

Subject to the terms of appointment, either the Board or the relevant committee may fix the remuneration of any persons appointed to such committee. Any committee so appointed may be given the power to sub-delegate any or all of its powers and may authorise the members of any such committees to fill any vacancies therein and to act notwithstanding vacancies. The Board may also delegate to any managing director or any director holding any other executive office such of its powers, authorities and discretions as it considers desirable to be exercised by him. Any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit and either collaterally with or to the exclusion of its own powers. Subject to such terms and conditions, the proceedings of a committee with two or more members shall be governed by the provisions of these Articles of Association regulating the proceedings of the Board so far as they are capable of applying. The Board may remove any person so appointed, and may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

Local Boards and Agents

14. Regulation 71 of Table A shall not apply to the Company. The Board may establish any divisional, departmental, regional or local boards or agencies for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any persons (whether being Directors or not) to be members of such boards or agencies and may appoint by power of attorney or otherwise any such persons as aforesaid to be regional directors, local directors or agents, and may fix the remuneration of any persons so appointed, and may delegate to any such board, agency, regional director, local director or agent any of the powers, authorities and discretions vested in the Board, with power to sub-delegate, and may authorise the members of any such boards or agencies or any of them, to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such other terms and subject to such other conditions as the Board may think fit, and the Board may remove any person so appointed, and may revoke or vary any such delegation, but no person dealing in good faith and without notice of any such revocation or variation shall be affected thereby.

Advisory Directors

15. Where the Board considers that the advice or assistance of any person would from special knowledge or for any other reason be beneficial to the Company the Board may at any time appoint such person to be an Extra or Advisory Director and may at any time revoke any such appointment. Subject to such power of revocation a person appointed an Extra or Advisory Director shall hold such office for such period not exceeding one year from his appointment as the Board shall fix on his appointment, and in default of any period being so fixed then for one year from his appointment. An Extra or Advisory Director vacating such office shall be eligible for re-appointment. The duties and remuneration of an Extra or Advisory Director shall be such as may be agreed between him and the Board. Any person so appointed shall not be a Director of the Company for any of the purposes of these Articles of Association nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board pursuant to such agreement. An Extra or Advisory Director shall not be a member of the Board and shall not be entitled to be present at any meeting of the Board except at the request of the Board, and if present at such request he shall not be entitled to vote thereat.

Assistant Directors

16. The Board may from time to time appoint any manager or other person in the employment of the Company or of the Company's holding company or of any other subsidiary of the Company's holding company to be an Assistant Director of the Company. Any person so appointed shall not be a Director of the Company for any of the purposes of these Articles of Association nor shall he have any powers of or be subject to any of the duties of a Director save in so far as specific powers or duties may be vested in or delegated to him by the Board. The appointment, removal and remuneration of an Assistant Director shall be determined by the Board. An Assistant Director shall not be entitled to receive notice of or attend at any Board Meeting unless invited to do so by the Board, and he shall not vote on any resolution proposed at a meeting of the Board.

MINUTES

17. Regulation 100 of Table A shall not apply to the Company. The Board shall cause proper minutes to be made of all General Meetings of the Company and also of all appointments of officers, and of proceedings of all meetings of the Board, and of the attendance thereat, and all business transacted at such meetings; and any such minutes relating to any such meeting, if purporting to be signed by the Chairman of the meeting, or by the Chairman of the next succeeding meeting, shall be conclusive evidence without any further proof of the facts therein stated.

SECRECY

18. Every Director, trustee, manager, auditory member of a committee, officer, agent, or employee of the Company shall be bound (and if required by the Directors shall before entering on his duties execute a declaration or contract pledging himself) to observe strict secrecy respecting all transactions of the Company, or of any holding company of the Company or any subsidiary of any such holding company (including without limitation) transactions with customers and the state of customers' accounts, and all matters relating thereto and not to reveal any matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by a Court of Law or by the third party or parties to whom such matters relate or so far as may be necessary in the conduct of the business of the Company, or of any such holding company or subsidiary, or in order to comply in any other way with any provisions of these Articles of Association.

SECRETARY

19. Each holder for the time being of the office of Secretary, Deputy Secretary and Assistant Secretary of the ultimate holding company of the Company, and each person appointed for the time being to perform the duties of any such office, whether in place of the holder thereof or under circumstances where there is no holder thereof, shall, for so long as he is such holder or so appointed, be also the Secretary, the Deputy Secretary and Assistant Secretary, respectively, of the Company, unless otherwise determined by the Directors.

NOTICES

20. In Regulation 112 of Table A, the following words shall be inserted at the end of the first sentence, namely: "or by sending it by telex or facsimile transmission to such telex or facsimile number as the member shall have given to be Company for the purpose."
21. In Regulation 115 of Table A, there shall be inserted:
- (a) after the words "prepaid and posted" the following words, namely: "or that a notice was properly sent by telex or facsimile transmission"; and
 - (b) after the words "it was posted", the following words, namely: "or after the time at which it was sent by telex or facsimile transmission".

INDEMNITY AND INSURANCE

22. Regulation 118 of Table A shall not apply to the Company. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary, employee or officer of the Company shall be entitled to be indemnified by the Company, and the Company shall be entitled to purchase and maintain, or contribute to the maintenance of, insurance in favour of any such Director, Auditor, Secretary, employee or officer, against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

THE BOARD

23. In these Articles of Association the expression "the Board" means the Board of Directors for the time being of the Company or the Directors present at a duly convened meeting of the Directors at which a quorum is present or any of them acting as the Board of Directors of the Company.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

BARCLAYS CAREER DEVELOPMENT LOAN LIMITED
(Passed 6th May 1988)

At an Extraordinary General Meeting of the Members of the above named Company, duly convened and held at 54 Lombard Street, London EC3P 3AH on 6th May 1988, the following Resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the Company having satisfied the provisions of Section 252, Companies Act 1985, relating to dormant companies, be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act.



MISS M STREET
CHAIRMAN

BARCLAYS CAREER DEVELOPMENT LOAN LTD

We all the shareholders of the above Company

1. HEREBY RESOLVE as an Elective Resolution
THAT

- (a) Pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked.
- (b) Pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
- (c) Pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint auditors annually.
- (d) The Company hereby elects pursuant to Section 80A(1) of the Companies Act 1985 that the provisions of Section 80A of that Act apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or the renewal after the said election of authority to allot shares.

AND

2. HEREBY RESOLVE as an Ordinary Resolution
THAT

the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.

Dated this 20th day of December 1990

For and on behalf of Barclays Holdings Limited

..... (Director)

For and on behalf of Barclays Group Limited

..... (Director)

I certify that the above

is a true copy

For Barclays Career Development Loan Limited

BARCLAYS CAREER DEVELOPMENT LOAN LTD

We all the shareholders of the above Company

1. HEREBY RESOLVE as an Elective Resolution
THAT

- (a) Pursuant to Section 366A of the Companies Act 1985 the company hereby elects to dispense with the holding of Annual General Meetings in 1991 and subsequent years until this election is revoked.
- (b) Pursuant to Section 252 of the Companies Act 1985 the Company hereby elects to dispense with the laying of accounts and reports before the Company in General Meeting for the current financial year and all subsequent financial years.
- (c) Pursuant to Section 386 of the Companies Act 1985 the Company hereby elects to dispense with the obligation to appoint Auditors annually.
- (d) The Company hereby elects pursuant to Section 80A(1) of the Companies Act 1985 that the provisions of Section 80A of that Act apply instead of the provisions of Sections 80(4) and 80(5) in relation to the giving or the renewal after the said election of authority to allot shares.

AND

2. HEREBY RESOLVE as an Ordinary Resolution
THAT

the Directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. The authority hereby given shall be for an indefinite period.

Dated this 20th day of December 1990

For and on behalf of Barclays Holdings Limited

..... (Director)

For and on behalf of Barclays Group Limited

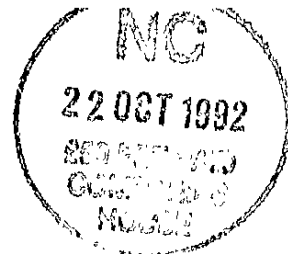
..... (Director)

I certify that the above
is a true copy

For Barclays Career Development Loan Limited

ASSISTANT SECRETARY

NO.2251540



THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
BARCLAYS CAREER DEVELOPMENT LOAN LIMITED

Passed 15th October 1992

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened and held at Johnson Smirke Building, 4 Royal Mint Court, London EC3N 4HJ on 15th October 1992, the following resolution was duly passed as a Special Resolution:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to

BARCLAYS COMPUTER SERVICES LIMITED


A F WILLIAMS
CHAIRMAN

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2251540

I hereby certify that

BARCLAYS CAREER DEVELOPMENT LOAN LIMITED

having by special resolution changed its name,

is now incorporated under the name of

BARCLAYS COMPUTER SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 28 OCTOBER 1992


M. ROSE

an authorised officer