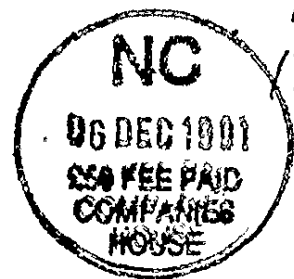


No. 2512315



THE COMPANIES ACT 1985
PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

TALISMAN INTERNATIONAL HOLDINGS LIMITED

(Passed 26th November 1991)

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at 150 Aldersgate Street, London EC1A 4EJ on 26th November 1991 the following Resolutions were duly passed as Special Resolutions.

RESOLUTIONS

1. THAT all of the 1,000 Ordinary Shares of £1 each in the capital of the Company be subdivided into 100,000 Ordinary Shares of 1 pence each; and
2. THAT the name of the Company be changed to "Investors in Education Limited".

CHAIRMAN

THEODORE GODDARD
150 ALDERSGATE STREET
LONDON EC1A 4EJ

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 2512315

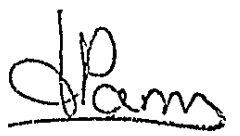
I hereby certify that

TALISMAN INTERNATIONAL HOLDINGS LIMITED

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

INVESTORS IN EDUCATION LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 12 DECEMBER 1991


MRS. L. PARRY

an authorised officer