

Company No. 2682472

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

- of -

CHINLEY TRADING


LIMITED

Passed 19TH FEBRUARY 1992

At an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company convened and held at the Registered Office of the company, on the above date, the sub-joined Resolution was duly passed as a SPECIAL RESOLUTION, viz:-

RESOLUTION

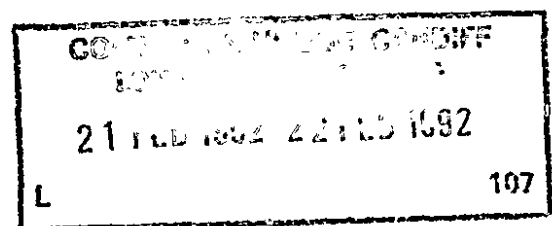
"That the Company's Memorandum be changed by the deletion of the existing Clause 3.01 (a) and its replacement by the attached Clause 3.01 (a)"


.....
Signed on behalf of JPCORS LIMITED
SECRETARY

Presented by:-

J.P. COMPANY REGISTRATIONS & CO. LTD.,
SUITE 17,
CITY BUSINESS CENTRE,
LOWER ROAD,
LONDON. SE16 1AA.

071-252-3487



COMPANY LIMITED BY SHARES

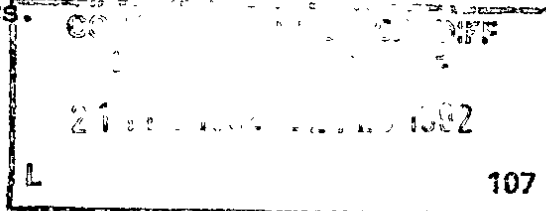
MEMORANDUM OF ASSOCIATION

OF

CHINLEY TRADING

LIMITED

1. The name of the Company is " CHINLEY TRADING Limited".
2. The registered office of the Company will be situated in England and Wales.
3. The object of the Company is to carry on business as a general commercial company. In particular, but without prejudice to the generality of the foregoing, the Company has the following objects:
 - 3.1 (a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, agents and representatives, brokers and consultants, advisers, managers and administrators, financiers, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors, and shippers of, operators, hirers and letters on hire of, and dealers in all plant, machinery, tools, and equipment of all kinds, products, goods, wares, merchandise and produce of every description and to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises and generally to carry on any other trade or business whatsoever which can in the opinion of the Directors be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable. To provide further and assist in the provision of industrial training in accordance with the principles of the Industrial Training Act 1982 for the time being in force to such persons employed or intending to be employed in such activities as may benefit from the training services provided by the company and generally to supervise and further the industrial training of such persons; and
 - (b) to purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any company, society, partnership or person carrying on any business which the Company is authorised to carry on or possessed of property suitable for any of the purposes of the Company, and to conduct and carry on, or liquidate and wind up, any such business.



No 2682472



CHINLEY TRADING LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named Company will be held at *huttons Buildings, Sheffield* on the *5th* day of March 1992 at *11.05 am* for the purpose of considering and, if thought fit, passing the following resolution as a Special Resolution of the Company:

SPECIAL RESOLUTION

That the name of the Company be changed to
Hargreaves Training Services Limited.

JJS.
17/3.


.....
SECRETARY

DATE *5th March 1992*

BY ORDER OF THE BOARD
Registered Office:
2a Ashfield Way
Whitehall Estate
Whitehall Road
Leeds
LS12 5JB

NOTE: A member who is entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the registered office of the Company before the time for the holding of the meeting.