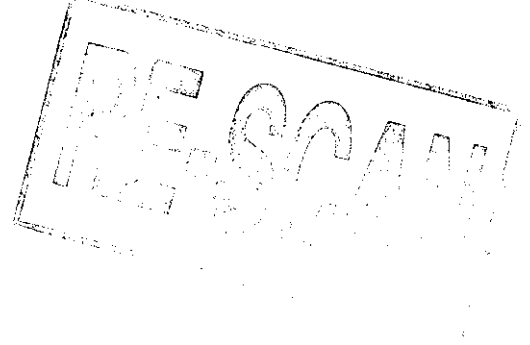


FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2829156

The Registrar of Companies for England and Wales hereby certifies that  
FORESTPOST LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
MANOR LODGE SCHOOL LIMITED

Given at Companies House, Cardiff, the 12th June 1995

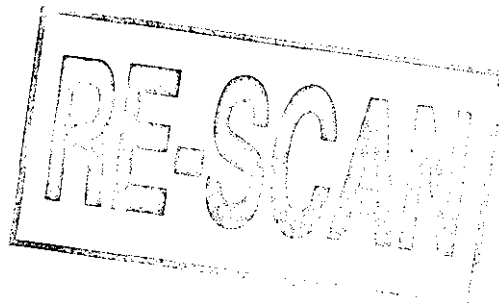


For the Registrar of Companies

\*C02829156B\*

THIS CERTIFICATE ~~DOCUMENT~~ CONTAINS A MISTAKE  
IN THE NAME OF THE COMPANY AND IS SUPERCEDED  
BY THE CERTIFICATE/~~DOCUMENT~~ ON FILE

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2829156

The Registrar of Companies for England and Wales hereby certifies that  
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MANOR LODGE SCHOOL

Given at Companies House, Cardiff, the 12th June 1995

MRS. L. PARRY

For the Registrar of Companies

THIS CERTIFICATE/~~DOCUMENT~~ SUPERSEDES THE  
CERTIFICATE/~~DOCUMENT~~ ON FILE WHICH INCORRECTLY  
QUOTED THE NAME OF THE COMPANY AS ~~FORESTPOST~~

MANOR LODGE SCHOOL LIMITED

Company No. 2829156

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

OF

FORESTPOST LIMITED

PASSED 4th MAY 1995

At the first Annual General Meeting of the members of the Company held on 4th May 1995 the following resolution was passed as a Special Resolution:-

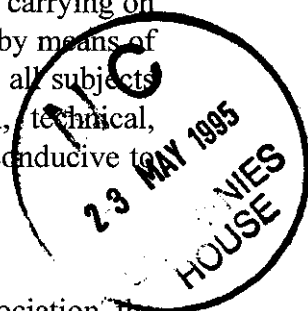
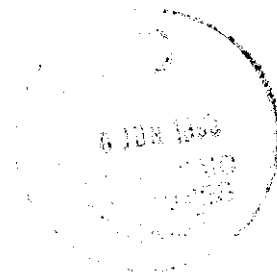
- a) That the Company change its name to Manor Lodge School Limited
- b) Amend the objects of the Company so that Clause 3 of the Memorandum of Association shall read as follows:

"To advance education in particular by establishing and carrying on in Great Britain (and any other countries) schools at or by means of which students may obtain education and instruction in all subjects whatsoever that may be included in a commercial, technical, scientific, classical or academic education, or may be conducive to knowledge of or skill in any trade, pursuant or calling."

To adopt as Clauses 4(j) and 4(k) of the Memorandum of Association the following:

- (j) "To acquire, establish or provide a school or schools, lecture class or examination room or rooms, office or offices, board, lodging and attendance and all other necessities and conveniences for or to students, teachers, lecturers, clerks, employees and officers instructed or employed temporarily or otherwise by the Company, and to afford them facilities for study, research, cultivation, teaching and performance of the tasks and duties allotted to them respectively."

THIS DOCUMENT CONTAINS A MISTAKE  
IN THE NAME OF THE COMPANY AND IS SUPERSEDED  
BY THE CLERK'S OFFICE/DOCUMENT ON FILE

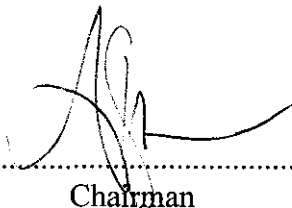


nm

X

(k)

"If thought desirable to found scholarships and exhibitions and to give prizes, certificates and diplomas to persons who are or have been students instructed or examined by the direction of the Company."

A handwritten signature, possibly reading "AG", is written over a horizontal dotted line.

Chairman

2829154

COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE

SPECIAL RESOLUTION

OF

FORESTPOST LIMITED

PASSED 4th MAY 1995

At the first Annual General Meeting of the members of the Company held on 4th May 1995 the following resolution was passed as a Special Resolution:-

- a) That the Company change its name to Manor Lodge School.
- b) Amend the objects of the Company so that Clause 3 of the Memorandum of Association shall read as follows:

“To advance education in particular by establishing and carrying on in Great Britain (and any other countries) schools at or by means of which students may obtain education and instruction in all subjects whatsoever that may be included in a commercial, technical, scientific, classical or academic education, or may be conducive to knowledge of or skill in any trade, pursuant or calling.”

- c) To adopt as Clauses 4(j) and 4(k) of the Memorandum of Association the following:

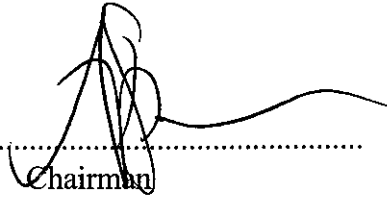
- (j) “To acquire, establish or provide a school or schools, lecture class or examination room or rooms, office or offices, board, lodging and attendance and all other necessities and conveniences for or to students, teachers, lecturers, clerks, employees and officers instructed or employed temporarily or otherwise by the Company, and to afford them facilities for study, research, cultivation, teaching and performance of the tasks and duties allotted to them respectively.”

THIS CERTIFICATE/DIRECTOR SUPersedes THE  
CERTIFICATE/DIRECTOR ON FILE WHICH INCORRECTLY  
QUOTED THE NAME OF THE COMPANY AS MANOR LODGE LIMITED

\*

(k)

"If thought desirable to found scholarships and exhibitions and to give prizes, certificates and diplomas to persons who are or have been students instructed or examined by the direction of the Company."

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right. The signature is written over a horizontal dotted line.

Chairman

**Declaration on change of  
name omitting "limited"  
or its Welsh equivalent****30(5)(c)**Please do not  
write in  
this margin

Pursuant to section 30(5)(c) of the Companies Act 1985

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

For official use

Company number

--	--	--	--

2829156

Name of company

\* FORESTPOST LIMITED (which has resolved, by Special Resolution  
passed 4 May 1995, to change its name to MANOR LODGE SCHOOL LIMITED)

\* insert full  
name of company

I, Altaf Noorani  
of 7/10 Chandos Street,  
London, WIM OLL

† delete as  
appropriate

[a director] ~~the secretary~~ of Forestpost Limited (which has resolved, by  
Special Resolution passed 4 May 1995, to change its name to Manor  
Lodge School Limited) \*

do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of  
the above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the  
Statutory Declarations Act 1835.

Declared at Manor Lodge School  
Ridge Hill Shenley

Declarant to sign below

the 18th day of May

One thousand nine hundred and ninety five

before me Elizabeth Bennett

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):

RABIN LEACOCK LIPMAN  
7/10 Chandos Street  
London WIM OLL  
Ref: AN

For official Use  
General Section

**Stanley Davis (Company Services) Limited**

International Company Registrations and Searches

Telephone 01-250 3350  
LDE Box No. 274

TPS 1231 - 30(5) (c)

