

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3006505

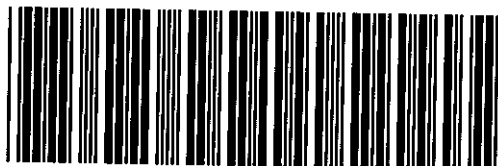
The Registrar of Companies for England and Wales hereby certifies that

LEARNING TECHNOLOGY LIMITED

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

AMSHOLD INVESTMENTS LIMITED

Given at Companies House, London, the 18th December 2002



C03006505H



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —

000213

Number of Company: 3006505



THE COMPANIES ACT 1985

And

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

LEARNING TECHNOLOGY LIMITED
(passed on 16th December 2002)

At an Extraordinary General Meeting of the Company held at Viglen House, 368 Alperton Lane, Alperton, Middlesex, HA0 1DX on 16th December 2002 at 4:00pm the following resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT the name of the Company be changed to Amshold Investments Limited

M. E. L.

DIRECTOR



LD1
COMPANIES HOUSE

0149
18/12/02