

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3006505

The Registrar of Companies for England and Wales hereby certifies that

AMSTRAD DIRECT LIMITED

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

LEARNING TECHNOLOGY LIMITED

Given at Companies House, London, the 14th September 2000



C03006505D

A handwritten signature in black ink, appearing to read 'L. Connelly'.

L. CONNELLY

For The Registrar Of Companies



C O M P A N I E S H O U S E

Number of Company: 3006505



THE COMPANIES ACT 1985

And

THE COMPANIES ACT 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

AMSTRAD DIRECT LIMITED

(passed on 14th September 2000)

At an Extraordinary General Meeting of the Company held at viglen House, Alpertons Lane, Middlesex HA0 1DX on 14th September 2000 the following resolution was duly passed as a Special Resolution of the Company:-

SPECIAL RESOLUTION

THAT the name of the Company be changed to Learning Technology Limited


.....
DIRECTOR

NC
£100
LS
203840
S/DAY

