

29 - 08 - 95

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3091390


The Registrar of Companies for England and Wales hereby certifies that
AUSTIN FRIARS SCHOOL

having by special resolution changed its name, is now incorporated
under the name of
AUSTIN FRIARS SCHOOL TRADING LIMITED

Given at Companies House, Cardiff, the 30th August 1995



C03091390T


MRS. L. F. JONES

For the Registrar of Companies



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

HC006B

29 - 08 - 95

COMPANY NUMBER: 3091390

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL
THE COMPANIES ACTS 1985 AND 1989



RESOLUTION

- OF -

AUSTIN PRIARS SCHOOL


Passed on 15th August 1995.

AT AN EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at 3 Garden Walk, London EC2A 3EQ, on the above-mentioned date, the following Special Resolution was duly passed:-


RESOLUTION

That the name of the Company be changed to:-

AUSTIN PRIARS SCHOOL TRADING LIMITED

Signed.....  Director
for and on behalf of Nominee Directors Ltd.

We the undersigned, being members of the above-named Company, holding not less than 95% of the nominal value of the shares giving right to attend and vote at the meeting, hereby consent to the convening of the above Extraordinary General Meeting for the date and place above mentioned and the passing thereof of the Resolution set forth above.


SUBSCRIBER
for Nominee Directors Ltd.


SUBSCRIBER
for Nominee Secretaries Ltd.

Filed by
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