



FILE COPY

**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3108030

The Registrar of Companies for England and Wales hereby certifies that

STUDY GROUP INTERNATIONAL LIMITED

having changed its name, is now incorporated under the name of

STUDY GROUP UK LIMITED

Given at Companies House on **4th August 2009**



C031080303



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

COMPANY NUMBER 3108030

STUDY GROUP INTERNATIONAL LIMITED

(The "Company")

WRITTEN RESOLUTIONS OF THE SHAREHOLDERS

We, the undersigned, being all the members of the Company who, at the date of these written resolutions are entitled to receive notice of and to attend and vote at general meetings of the Company, hereby signify, pursuant to sections 4, 9 and 381A of the Companies Act 1985, our assent to the passing of the resolutions set out below to the effect that such resolutions shall be deemed valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

The members of the Company hereby resolve:

1. THAT the name of the Company be changed to:

STUDY GROUP UK LIMITED
2. THAT the Memorandum of Association and the Articles of Association of the Company be amended to reflect the change of name in resolution 1 above.

Signed by its duly authorised representatives.

Signed


For and on behalf of
STUDY GROUP HOLDINGS LIMITED

Date: 28 July 2009

MONDAY



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COMPANIES HOUSE