

FILE COPY



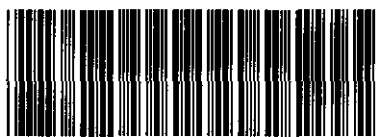
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3142500

The Registrar of Companies for England and Wales hereby certifies that
ST. JOSEPH'S COLLEGE WITH THE SCHOOL OF JESUS AND MARY
EDUCATIONAL TRUST LIMITED

having by special resolution changed its name, is now incorporated
under the name of
ST JOSEPH'S COLLEGE LIMITED

Given at Companies House, Cardiff, the 9th June 2005



C031425008



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

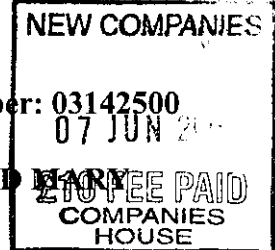
HC006B

Cash £10

The Companies Act 1985

Company Number: 03142500

**ST. JOSEPH'S COLLEGE WITH THE SCHOOL OF JESUS AND MARY
EDUCATIONAL TRUST LIMITED**
(the "Company")



WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY

We, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby resolve that the following resolution shall have effect as a special resolution of the members of the Company pursuant to the Company's articles of association, section 381A of the Act and all other powers in that behalf and agree that such resolution shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

That the Company's name shall be changed to "St Joseph's College Limited".

.....*R. M. M. M.*..... Signed *10 May 2005*..... Date

.....*May Cox*..... Signed *10 May 2005*..... Date

.....*[Signature]*..... Signed *10 May 2005*..... Date

.....*[Signature]*..... Signed *10 May 2005*..... Date

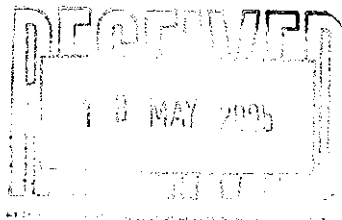
.....*Josephine Lea*..... Signed *10 May 2005*..... Date

..... Signed Date

..... Signed Date

..... Signed Date





The Companies Act 1985

Company Number: 03142500

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That the Company's name shall be changed to "St Joseph's College Limited".

Michael J. Smith Signed *17th May 2005* Date

..... Signed Date

..... Signed Date

..... Signed Date

..... Signed Date

..... Signed Date

..... Signed Date

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EDUCATIONAL TRUST LIMITED
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That the Company's name shall be changed to "St Joseph's College Limited".

Ken Davis Signed *24 May 2005* Date

..... Signed Date

..... Signed Date

..... Signed Date

..... Signed Date

..... Signed Date

..... Signed Date

..... Signed Date