

20-02-97

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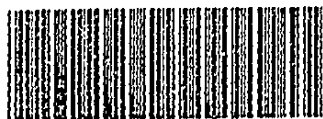
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3308296

The Registrar of Companies for England and Wales hereby certifies that  
THE SKILLS GROUP LIMITED

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

Given at Companies House, Cardiff, the 21st February 1997



\*C03308296K\*

*P. A. Morgan*

P.A.MORGAN (MRS)

For the Registrar of Companies



C O M P A N I E S   H O U S E

HC006B

20-02-97

Company No. 3308296

THE COMPANIES ACTS 1985-1989  
PRIVATE COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION  
of  
THE SKILLS GROUP LIMITED  
DATED: 13th February 1997



WE, the undersigned, being all the Members of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company agree to and make the following resolution which shall have effect as a Special Resolution and which shall, pursuant to section 381A of the Companies Act 1985 (as amended by the Deregulation (Resolutions of Private Companies) Order 1996), be as valid and effective for all purposes as if the same had been duly passed at a General Meeting of the Company duly convened and held:

Special Resolution

That the name of the Company be changed to:

SKILLSGROUP LIMITED

For and on Behalf of A B & C Secretarial Limited



(Authorised signatory of A B & C Secretarial Limited)

Dated: 13th February 1997

For and on Behalf of Inhoco Formations Limited



(Authorised signatory of Inhoco Formations Limited)

Dated: 13th February 1997

210:

Dennis House,  
Marsden St,  
Manchester,  
M2 1JD.

