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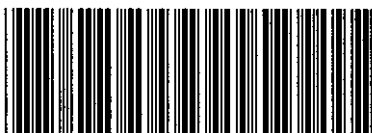
**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3311941

The Registrar of Companies for England and Wales hereby certifies that  
HIRECOPSE LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
SFIA EDUCATIONAL PLANS LIMITED

Given at Companies House, Cardiff, the 14th March 1997



\*C03311941D\*

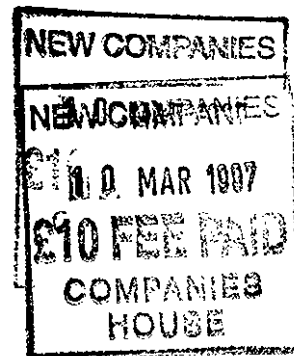
  
MRS. L. PACEY

For the Registrar of Companies



**C O M P A N I E S   H O U S E**

HC006B

Co. No. 3311941HIRECOPSE LIMITED


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RESOLUTIONS OF THE MEMBERS  
OF THE COMPANY  
(Passed on 20th February 1997)

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At an Extraordinary General Meeting of the Company held on 20th February 1997 at 15 Forlease Road, Maidenhead, Berkshire, the following resolutions were passed in the case of resolutions numbered 1 to 3 as special resolutions and in the case of resolutions numbered 4 and 5 as ordinary resolutions:

RESOLUTIONS

1. THAT the name of the Company be changed to SFIA Educational Plans Limited.
  
2. THAT pursuant to the powers contained in section 4 of the Companies Act 1985 clause 3 of the Memorandum of Association of the Company be amended by the addition of new paragraphs to be inserted at the beginning of paragraph 3(ii) as follows:
  - (a) To establish bursaries at particular schools to be administered by the headmasters or headmistresses as they think fit.
  
  - (b) To pay the school fees or make contributions towards the school fees of children requiring education and in particular of children recommended to the directors.



(c) To appeal for collect and accept donations contributions (whether periodical or otherwise) and legacies as the directors may think fit including power to purchase Annuity Policies and accept assignments of Annuity Certain Policies and Annuity Policies and subject to such conditions and provisions (if any) as the case may be acceptable to the directors and to accept legacies donations or contributions on any special charitable educational trusts and so that every legacy donation or contribution so accepted shall be held subject to the terms and conditions of the gift.

(d) To use as income all or any moneys subject to the provisions hereof including in particular moneys invested or consisting of accumulations of income.

(e) To act as trustees or managers of any real or personal property given or held upon charitable trust for educational purposes and to accept gifts of any real or personal property for the general purposes of the Company or for any particular purpose thereof.

(f) To promote any charitable company or companies for the purpose of carrying on any educational activity.

(g) To purchase take on lease or in exchange hire or otherwise acquire any real or personal property and any rights or privileges which will assist the promotion of its objects, and to construct, maintain and alter any buildings or erections which will assist the work of the Company.

(h) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary with a view to the promotion of its objects.

(i) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit and in particular but without prejudice to the generality of the foregoing by

the issue of debentures or debenture stock charged upon all or any of the Company's property.

(j) To pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company or their dependants being in need.

(k) To offer scholarships, exhibitions and prizes and to make grants and allowances to students or prospective students at any school or institution owned by the Company.

3. THAT the existing paragraphs (a) to (w) be relettered accordingly and that after using the letter "z" the numbering shall continue with "AA".
4. THAT the authorised share capital of the Company be increased from £1,000 to £5,000,000 by the creation of an additional 4,999,000 ordinary shares of £1 each to rank pari passu in all respects with the existing ordinary shares of the Company.
5. THAT the directors be and are hereby generally and unconditionally authorised to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal value of £5,000,000. This authority shall expire 5 years from the date on which this resolution is passed but may be previously revoked or varied by an ordinary resolution of the Company except that after the date when it expires the directors may use this authority to allot relevant securities in accordance with the terms of any offer or agreement made by the Company before that date. This authority shall replace the existing authority given to the directors pursuant to section 80 conferred by article 2 of the Articles of Association of the Company.

.....C.M.de.Cintra.....  
Director