

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3351659

The Registrar of Companies for England and Wales hereby certifies that
THE RAILWAY COLLEGE LIMITED

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

Given at Companies House, Cardiff, the 29th March 1999



C03351659S



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

000110 09750 cgs

COMPANY NUMBER: 3351659

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

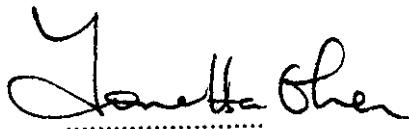
RESOLUTION OF THE RAILWAY COLLEGE LIMITED

(Pursuant to section 378 Companies Act 1985)

Passed on 5 March 1999

At an extraordinary general meeting of the company held at 84 Brook Street London
W1Y 1YG on 5 March 1999 the following resolution was passed as a **SPECIAL
RESOLUTION**

That the name of the company be changed to Catalis Group Limited


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Chairman

