

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3351659

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

having by special resolution changed its name, is now incorporated
under the name of
THE RAILWAY COLLEGE LIMITED

Given at Companies House, Cardiff, the 10th March 1998



C033516599

MRS. L. PARRY

For the Registrar of Companies



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

HC006B

COMPANY NUMBER: 3351659

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

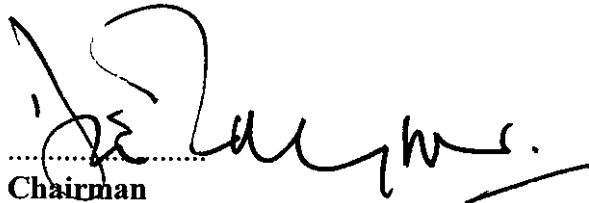
RESOLUTION OF RAIL INVESTMENTS LIMITED

(Pursuant to section 378 Companies Act 1985)

Passed on 20 February 1998

At an extraordinary general meeting of the company held at 84 Brook Street London W1Y 1YG on 20 February 1998 the following resolution was passed as a **SPECIAL RESOLUTION**

That the name of the company be changed to THE RAILWAY COLLEGE LIMITED


Chairman

