

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3397518

The Registrar of Companies for England and Wales hereby certifies that
WYNCHGATE HOLDINGS (1997) LIMITED

having by special resolution changed its name, is now incorporated

under the name of

CAPITA ABSENCE MANAGEMENT SERVICES LIMITED

Given at Companies House, Cardiff, the 15th January 2003



C03397518E



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

Company No: 3397518

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION

Of

WYNCHGATE HOLDINGS (1997) LIMITED
("the Company")

We, the undersigned, being the sole member of the Company who at the date of this Resolution is entitled to attend and vote at General Meetings of the Company
HEREBY AGREE pursuant to Company's Articles of Association that the resolution below shall be valid and effective as a Special Resolution.

SPECIAL RESOLUTION

That the name of the Company be changed to:

'CAPITA ABSENCE MANAGEMENT SERVICES LIMITED'

Dated this 9th Day of January 2003

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For The Capita Group Plc

