

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3475804

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

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

Given at Companies House, Cardiff, the 13th January 1998



\*C03475804C\*

*E. P. Owen*  
MRS. E. P. OWEN

For the Registrar of Companies

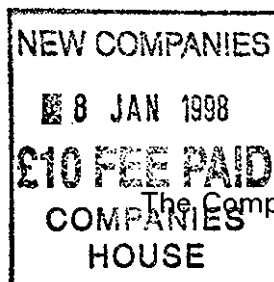


C O M P A N I E S H O U S E

HC006B

CN/RES

COMPANY NO. 3475804



The Companies Acts 1985 to 1989

SPECIAL RESOLUTION

OF

DEVONCOUNT LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at the Registered Office of the Company the following Resolutions were duly passed as SPECIAL RESOLUTIONS, viz:

RESOLUTIONS

Passed the 7th January 1998

1. THAT, subject to the consent of the Secretary of State for Trade and Industry, the name of the Company be changed to:-

THE RAILWAY MANAGEMENT COLLEGE LIMITED

2. THAT, Clause 1 of the Memorandum of Association of the Company be amended to show the new name of the Company.

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Chairman

PLEASE FORWARD CERTIFICATE OF INCORPORATION VIA COMPANIES HOUSE FOR COLLECTION BY STANLEY DAVIS GROUP LIMITED.

