

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 3547839

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

having by special resolution changed its name, is now incorporated
under the name of
PEPER HAROW (SOUTH) LIMITED

Given at Companies House, Cardiff, the 26th February 1999



C03547839P



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC006B

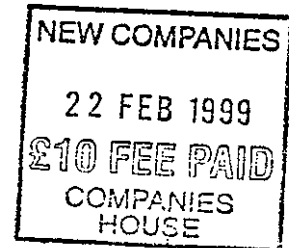
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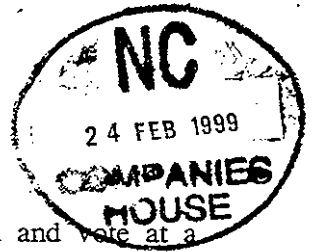


STARTBEAM LIMITED

WRITTEN RESOLUTIONS



Of the Company signed by all members pursuant
To Article 4.3.1 of the Company's Articles of
Association on the *seventeenth* day of *February* 1999



The undersigned, being the only member of the Company entitled to attend and vote at a
general meeting of the Company hereby resolves as follows:-

SPECIAL RESOLUTIONS

- 1 That the Memorandum of Association of the Company be altered by deleting the existing Clause 1 and replacing it with the following Clause 1:-

"1 The name of the company is Peper Harow (South) Limited ("the Charity")"

- 2 That the Memorandum of Association of the Company be altered by deleting the existing Clause 3 and replacing it with the following Clauses 3, 4 and 5:-

"3 OBJECTS

The objects ("the Objects") of the Charity are:-

- 3.1 To promote and further the care, treatment, education and rehabilitation of children and young people who are psychologically and emotionally disturbed and in particular but without prejudice to the generality of the foregoing the provision for the reception and benefit of such children and young people of a voluntary home or homes within the meaning of the Children's Act 1989 as amended or replaced from time to time or of a special school within the meaning of the Education Act 1996 as amended or replaced from time to time.

26-2-99
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