

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3980770

The Registrar of Companies for England and Wales hereby certifies that  
UFI LEARNING SERVICES LIMITED

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

Given at Companies House, Cardiff, the 29th June 2000



\*C03980770S\*



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES

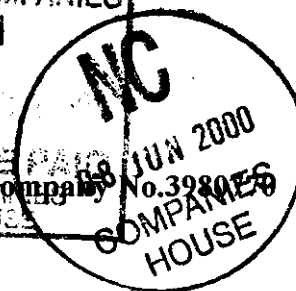
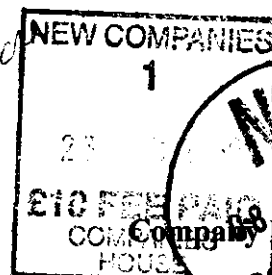


**C O M P A N I E S H O U S E**

HC006B

030683

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## COMPANIES ACTS 1985 TO 1989

### A COMPANY LIMITED BY SHARES

**Ufi Limited**

~~(Formerly Ufi Learning Services Limited)~~

### SPECIAL RESOLUTIONS

The following resolutions were passed as Special Resolutions of Ufi Limited, formerly Ufi Learning Services Limited ("the Company") at an Extraordinary General Meeting of the members held at Centre Point, 103 New Oxford Street, London WC1 on 26<sup>th</sup> May 2000 at 10.45 am.

1. It was resolved that the name of the Company be changed from "Ufi Learning Services Limited" to "Ufi Limited".
2. It was resolved that article 84 of the articles of association of the Company shall be replaced in its entirety by the following:-

"84 The directors may delegate any of their powers to a committee. Any such delegation may be made subject to any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with two or more members shall be governed by the articles regulating the proceedings of directors so far as they are capable of applying. The membership of any such committee shall be at the discretion of the directors provided that:-

84.1 it shall include at least one director; and

84.2 prior to 31<sup>st</sup> March 2005 the Nominated Directors may if they see fit require that at least 30% of the Members of any such committee shall be Nominated Directors."

Chairman

