

FILE COPY



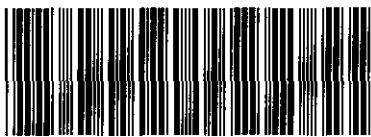
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4452713

The Registrar of Companies for England and Wales hereby certifies that
QUAYSHELFCO 937 LIMITED

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

Given at Companies House, Cardiff, the 8th August 2002



C044527137



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

A H W

JGU

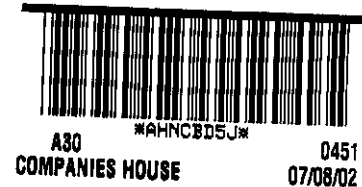
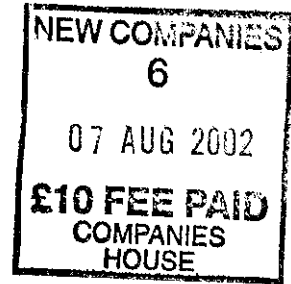
Company Number: 4452713

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

QUAYSHELFCO 937 LIMITED
(the "Company")

 PASSED ON 6th August 2002

Pursuant to section 381A of the Companies Act 1985 (as amended) the undersigned being the sole member of the Company entitled to attend and vote at general meetings of the Company hereby makes the following resolution as a Special Resolution

SPECIAL RESOLUTION

- 1 THAT the name of the Company be changed to TeachEngland Limited

 for and on behalf of
 NQH Limited

 6th August 2002