

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4525732

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

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

Given at Companies House, Cardiff, the 14th June 2007



C04525732D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

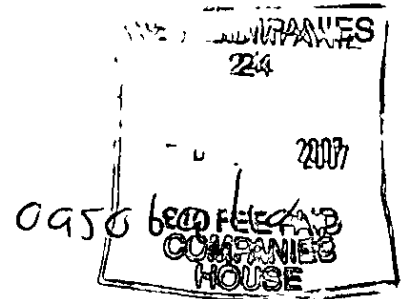


Companies House
— for the record —

HC006B

✓ **Company No: 04525732**

COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
of
EDUCATION ACTION LIMITED
(Passed on Thursday, 24 May 2007)



The undersigned, being the sole member of the Company who at the date of this resolution is entitled to attend and vote at a general meeting of the Company convened for the purpose of considering and passing the Resolution set out below **HEREBY RESOLVES** as follows in accordance with section 381(A) of the Companies Act 1985, and with the intent that the following resolutions should be valid and effective as if the same had been passed at a duly convened and held general meeting of the Company.

SPECIAL RESOLUTION

That the name of the Company be changed to "Castlecare Education Limited"

Dated: 24 May 2007

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Signed for and on behalf of
Castlecare Holdings Limited

