

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 5560402

The Registrar of Companies for England and Wales hereby certifies that

DE FACTO 1289 LIMITED

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

TSL EDUCATION HOLDINGS LIMITED

Given at Companies House, London, the 21st September 2005



C05560402K



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

078645

No. 5560402



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

DE FACTO 1289 LIMITED

(Passed 21/9/ 2005)

We, the undersigned, being all the members of the above-named Company (the "**Company**") for the time being entitled to attend and vote at general meetings of the Company unanimously resolve in accordance with section 381A of the Companies Act 1985:

THAT, subject to the consent of the Registrar of Companies, the name of the Company be changed to "TSL Education Holdings Limited".

Date: 21/9/ 2005

.....
for and on behalf of

Travers Smith Secretaries Limited

.....
for and on behalf of

Travers Smith Limited

