

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 872828

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

having by special resolution changed its name, is now incorporated
under the name of
ADDISON WESLEY LONGMAN LIMITED

Given at Companies House, Cardiff, the 29th December 1995



C00872828S

E.P. O'Connell
MRS. E. P. O'CONNELL

For the Registrar of Companies



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

HC006B

LONGMAN GROUP LIMITED
Company Number 872828



**MINUTES of an Extraordinary General Meeting of the above named
Company held at Longman House Burnt Mill Harlow Essex CM20 2JE
on Thursday, 30th November 1995 at 10.00 a.m.**

Present

Mr. T.C. Davy
(representing Longman Communications Limited)

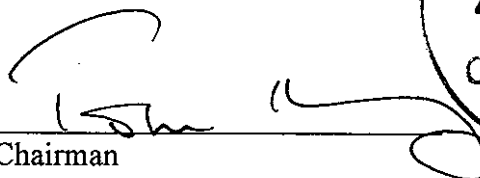
Mr. J.E. Robinson
(representing Longman Multimedia Limited)

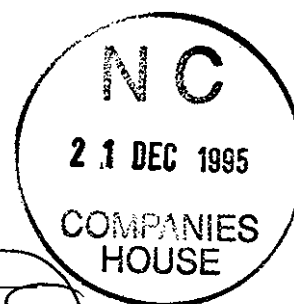
1. Mr. T.C. Davy was appointed Chairman of the meeting.
2. IT WAS NOTED that appropriate Members' consent to hold the Meeting on short notice had been received.

SPECIAL RESOLUTION

IT WAS RESOLVED that the name of the Company be altered to
Addison Wesley Longman Limited.

3. There being no further business the meeting then terminated.


Chairman



**CERTIFIED A TRUE COPY
OF THE ORIGINAL**

Denton Hall
DENTON HALL
FIVE CHANCERY LANE 4.12.95
CLIFFORD'S INN
LONDON EC4A 1BU
TEL: 0171-242 1212

