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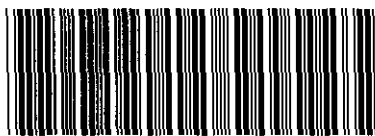
**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2563094

The Registrar of Companies for England and Wales hereby certifies that
OLDHAM COMPACT

having by special resolution changed its name, is now incorporated
under the name of
OLDHAM EDUCATION, BUSINESS AND GUIDANCE SERVICES

Given at Companies House, Cardiff, the 30th March 2001



C02563094T



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC006B

07/11/01
Company Number: 2563094

THE COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY GUARANTEE

WRITTEN RESOLUTIONS OF THE OLDHAM COMPACT

WRITTEN RESOLUTIONS

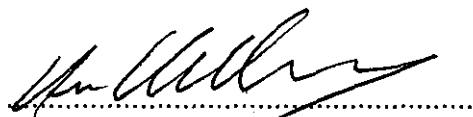
We, the undersigned, being all the Members of the Company who, at the date of this resolution, will be entitled to attend and vote at General Meetings of the Company, HEREBY PASS the following Resolutions as Special Resolutions and agree that the said Resolutions shall, for all purposes, be valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held.

1. The Company's name be changed to "Oldham Education, Business and Guidance Services".
2. That the Company's Memorandum of Association be amended in clause 3(1) by the addition of the following sentence:-


"The relief of unemployment for the public benefit in such ways as may be thought fit, including assistance to find employment."

3. That the document annexed to this Resolution and signed by way of identification be adopted as the substituted Articles of Association of the Company in place of the existing Articles of Association of the Company.

DATED this 23 day of March 2001



For and on behalf of
THE OLDHAM BOROUGH COUNCIL



For and on behalf of
OLDHAM CHAMBER OF COMMERCE
TRAINING AND ENTERPRISE