

No. 2838284

THE COMPANIES ACT 1985

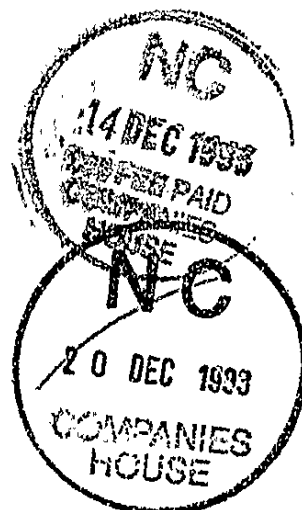
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

- of -

DIPLEMA 281 LIMITED

(PASSED 10 DECEMBER 1993)



At an Extraordinary General Meeting of the above-named Company duly convened and held at 1 Gresham Street, London EC2V 7BU on 10 December 1993 the following resolutions were duly passed as special resolutions:-

RESOLUTIONS

1. THAT the name of the Company be changed to "Jacques Hall Foundation Limited".
2. THAT the Memorandum of Association of the Company be altered by deleting the existing sub-clause (A) of Clause 3 and by substituting therefor the new sub-clause (A) set out in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof.
3. THAT the regulations contained in the document produced to the meeting and for the purpose of identification signed by the Chairman thereof be and are hereby adopted as the Articles of Association of the Company to the exclusion of and in substitution for all the existing Articles of Association.

*M. A. H. H. H.*

Director/Secretary

Diplema 281 Limited  
(Company no. 2838284)

2838284

Replacement Objects Clause 3(A)

- "(A) (i) To purchase, take on lease, licence or in exchange or promote or otherwise acquire or establish, equip, manage, administer or carry on and/or to sell, lease or otherwise dispose of all or any part of any children's home, independent school, special school and/or establishment, business, institution or therapeutic community for the care, treatment and/or education of children and/or young persons and in particular, but without limitation, the children's home, special school and therapeutic community known as Jacques Hall and to acquire, maintain and dispose of any registration, licence or certification considered necessary or desirable in relation to any aspect of any of the foregoing.
- (ii) To purchase take on lease, licence or in exchange or promote or otherwise acquire or establish equip manage maintain administer use and carry on and/or to sell, lease or otherwise dispose of all or any part of any real or personal property of any kind (including, but not limited to, any intellectual property) for the purpose of housing accommodating educating training instructing and/or caring for any children and/or young persons or for any purpose ancillary or conducive thereto.
- (iii) To carry on business as a general commercial company and to act as manufacturers, producers, administrators, managers, developers, suppliers, merchants, traders, commission agents, carriers or in any other capacity in the United Kingdom or elsewhere and to make, produce, administer, manage, develop, supply, import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in or provide any property, goods, services, produce, articles or merchandise whatsoever."

*J.A. Neeson*  
.....  
Chairman

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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2838284

I hereby certify that

**DIPLEMA 281 LIMITED**

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

**JACQUES HALL FOUNDATION LIMITED**

Given under my hand at the Companies Registration Office,

Cardiff the 24 DECEMBER 1993

  
P. LEVINE

an authorised officer