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**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2134522

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

having by special resolution changed its name, is now incorporated
under the name of
THE CEED (CHARITY) LIMITED

Given at Companies House, Cardiff, the 27th September 1995

E. P. Owen
MRS. E. P. OWEN



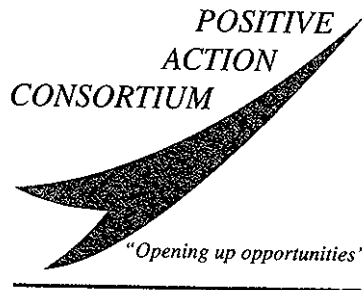
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For the Registrar of Companies



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

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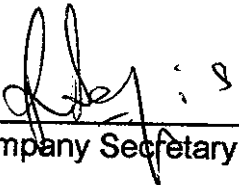
POSITIVE ACTION CONSORTIUM LIMITED

SPECIAL RESOLUTIONS

At an Extra-Ordinary General meeting of Positive Action Consortium Limited held on Thursday 7th September 1995 the following resolutions were duly passed as Special Resolutions.

1. 'It is hereby resolved that the name of the Company be changed to The CEED (CHARITY) Limited whose registered address shall be 97-107 Wilder Street, St Pauls, Bristol, BS2 8QU'.
2. 'It is hereby resolved that **Clause 33** of the existing **Articles of Association** be altered by substituting therefor a new **Clause 33** of **The Articles of Association** in the form annexed to this resolution and signed by way of identification by the Chairman'.

Dated this 11th day of September 1995.



Company Secretary