

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4617115

The Registrar of Companies for England and Wales hereby certifies that

OXFORDWAY LIMITED

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

FIRSTASSIST GROUP LIMITED

Given at Companies House, London, the 25th April 2003



C046171150



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

CH/ACCT

COMPANY NUMBER: 04617115



THE COMPANIES ACT 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

Oxfordway Limited
(the "Company")

In accordance with regulation 53 of Table A in the Schedule to the Companies (Table A to F) Regulations 1985 (as amended) (as incorporated in the Company's articles of association), we, being the sole member of the Company who would, at the date of this resolution, have been entitled to vote upon it as if it had been proposed at a general meeting at which we were present, pass the following resolution in writing:

THAT the Company's name be changed to FirstAssist Group Limited.


.....
Whisperbrook Limited

Date: 20 April 2003

