

Company No: 1929428

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

of

**CHELFHAM SENIOR SCHOOL LIMITED ("Company")**

We, the undersigned, being all the members of the Company hereby, pursuant to the articles of association, unanimously pass the following resolutions and agree that they shall have effect as if passed at a general meeting of the company duly convened and held:

**Resolutions**

**1. INCREASE OF SHARE CAPITAL**

That the authorised share capital of the Company be and is hereby increased from £1,000 to £2,000 by the creation of 1,000 ordinary shares of £1 each having the same rights in all respects as the existing ordinary shares in the capital of the Company.

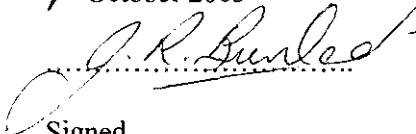
**2. AUTHORITY TO ALLOT SHARES**

That the directors (for the purposes of section 80 of the Companies Act 1985) be and are hereby generally and unconditionally authorised to allot relevant securities (as defined in section 80 of the Companies Act 1985) up to an aggregate nominal value of £1,000 to such persons, on such terms and in such manner as they think fit, subject to the articles of association of the Company.

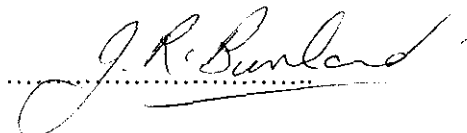
**3. DISAPPLICATION OF PRE-EMPTION RIGHTS**

That in exercising the authority given by resolution 2 above, the Directors are not required to have regard to sections 89(1) and 90(1) to (6) inclusive of the Companies Act 1985 or article 2 of the articles of association.

7 October 2003



Signed  
Dr John Roger Burland



Signed  
Katy Tamsin Roberts  
acting by her duly appointed attorney  
Name of Attorney: Dr John Roger Burland

