

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.

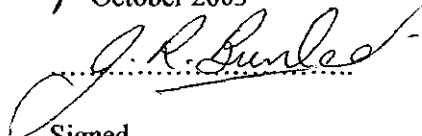
2. AUTHORITY TO ALLOT SHARES

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.

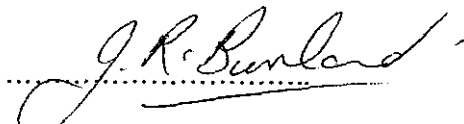
3. DISAPPLICATION OF PRE-EMPTION RIGHTS

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

