

22 - 08 - 96

Company No. 2521829

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

-of-

BrightReasons Group plc
(passed 22 July 1996)

At an Extraordinary General Meeting of the above named Company duly convened and held on 22 July 1996 at Bakers House, 25 Bakers Road, Uxbridge, Middlesex UB8 1RG, the following Resolution was duly passed as a Special Resolution of the Company:

SPECIAL RESOLUTION

THAT

- (a) the Company be re-registered as a private company; and
- (b) with effect from the date of re-registration of the Company as a private company, the name of the Company be changed to BrightReasons Group Limited; and
- (c) with effect from the date of re-registration of the Company as a private company, the Memorandum of Association of the Company be altered as follows:
 - (i) by the deletion of the existing Clause 2 of the Memorandum;
 - (ii) by inserting the following wording as a new Clause 4(u):

"Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act"; and
 - (iii) by re-numbering the existing Clauses (u) to (x) of Clause 4 as Clauses (v) to (y); and
 - (iv) by re-numbering the existing Clauses 3 to 6 as Clauses 2 to 5.

Signed
Chairman of the Meeting

A.W. Hefny

