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**Statutory Declaration of compliance
with requirements on application
for registration of a company**

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

To the Registrar of Companies

For official use

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* METROPOLITAN INTERNATIONAL SCHOOLS LIMITED

Insert full
name of Company

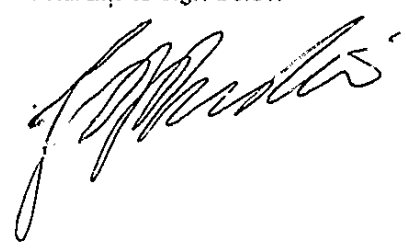
I, GILLIAN BARBARA BRISTOW authorised signatory for NATCOM NOMINEES LIMITED
of 28 Kings Parade, Soham, Ely, Cambs.

delete as
appropriate

do solemnly and sincerely declare that I am a ~~director or secretary of the company~~
~~[person named as director or secretary of the company in the statement delivered to the registrar~~
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,
And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 27 Romford Road
London E15 4LJ

Declarant to sign below



the Fourth day of September
One thousand nine hundred and ninety-one
before me [Signature]

~~A Commissioner for Oaths or a Justice of the Peace~~
~~has authorized me to receive the declaration and~~
~~to administer the oath~~

C F E Vaz, 6 Avril Way, London, E4 9HS.

Presentor's name address and
reference (if any):

NATCOM SERVICES
28 Kings Parade, Soham
Ely, Cambs. CB7 5A.2
Telephone Ely (0353) 722460
Telex 81675 Natcom G

For official Use
New Companies Section

Post room

NC
11 SEP 1991
COMPLIES
HOME



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

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

2646404

For official use

B

METROPOLITAN INTERNATIONAL SCHOOLS LIMITED

Registered office of the company on
incorporation.

RO

29 Cardiff Road

Post town Luton

County/Region Bedfordshire

Postcode LU1 1PP

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

☐

Name NATCOM SERVICES

RA

28 Kings Parade

Soham

Post town Ely

County/Region Cambridgeshire

Postcode CB7 5AR

Number of continuation sheets attached

☒

To whom should Companies House
direct any enquiries about the
information shown in this form?

As above

NATCOM SERVICES
DX 42853 SOHAM

Postcode

Telephone 0353 722460

Extension

Company Secretary (See notes 1 - 5)

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

CS	★	
GEORGE		
FRAGNER		
AD	✓ 345 DUNSTABLE ROAD	
Post town	LUTON	
County/Region	BEDS	
Postcode	LU4 8BX	Country ✓
I consent to act as secretary of the company named on page 1		
Signed	✓ Date 17.8.91 ✓	

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name ***Style/Title**
Forenames
Surname
***Honours etc**
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD	Mr	
George Edward		
Butler		
AD	70 Pinchbeck Road	
Post town	Spalding	
County/Region	Lincs	
Postcode	PE11 1QF	Country England
DO	2 3 0 3 2 9	Nationality NA British
OC	Marketing Manager	
OD	Chiltern Assured Properties Ltd	
I consent to act as director of the company named on page 1		
Signed	✓ Date 27-8-91 ✓	

Directors (continued)
(See notes 1 - 5)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

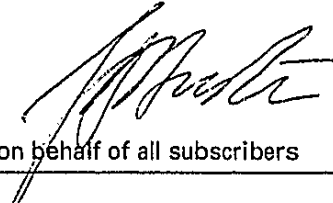
Date of birth
Business occupation
Other directorships

* Voluntary details

Consent signature

CD			
AD			
	Post town		
	County/Region		
	Postcode		Country
DO			Nationality NA
OC			
OD			
I consent to act as director of the company named on page 1			
Signed		Date	

Delete if the form
is signed by the
subscribers.

 Signature of agent on behalf of all subscribers	Date 4-9-91
---	-------------

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Company Secretary (See notes 1 - 5)

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature

Directors (See notes 1 - 5)

Please list directors in alphabetical order.

Name *Style/Title

Forenames

Surname

*Honours etc

Previous forenames

Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

Business occupation

Other directorships

* Voluntary details

Consent signature

Signed

Date

CS

NATCOM NOMINEES LIMITED

AD

28 Kings Parade,

Soham,

Post town ELY,

County/Region Cambs,

Postcode CB7 5AR

Country

I consent to act as secretary of the company named on page 1

Signed

Date

4-9-91

CD

AD

Post town

County/Region

Postcode

Country

DO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION OF

2646404

METROPOLITAN INTERNATIONAL SCHOOLS
LIMITED

1. The name of the Company is :- METROPOLITAN INTERNATIONAL SCHOOLS LIMITED
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are :-
 - (a) To carry on the business or business in any part of the World as owners, operators and proprietors of and agents for schools, colleges and educational establishments of all kinds in the United Kingdom and to send students abroad to foreign universities colleges and schools for tuition of all subjects, the provision of education and vocational training and consultancy service covering all areas of education and human resource development.
 - (b) To carry on the business or businesses of travel and tour agents and operators and to establish and carry on a travel bureau, to organise and conduct trips, holidays and excursions, to provide hotel and lodging, accomodation, self catering accomodation and facilities and to act as booking agents, agents for airlines, railways, coach and bus operators: to carry on business as bankers and exchangers of money and to issue travellers cheques and to provide any other accomodation or assistance to students, tutors, teachers, travellers and tourists and to act as insurance agents and any other activity ancillary thereto.
 - (c) To carry on business as retailers, wholesalers, designers, importers, exporters, distributors, producers, manufacturers and dealers in all and every kind of article and marketable product, process, material and service of whatever description and for these purposes to negotiate and handle contracts and agreements of all kinds and to act as representatives, consultants, agents of and for any educational establishment, association, authority, organisation or any other body: proprietors, managers, owners and tenants of all property of every description and to take on hire, lease, buy and invest in all lands, buildings, business premises and estates.

NATCOM SERVICES
28 Kings Parade, Soham
Ely, Cambs. CB7 5AR
Telephone Ely (0353) 722460
Telex 31575 Natcom G

NATCOM SERVICES
DX 42653 SOHAM

£150/TSB/B/002068

- d) To carry on any other trade or business whatsoever, which can, in the opinion of the board of directors, be advantageously carried on the above business or the general business of the company.
- e) To devote the resources of the property for the time being belonging to the company in such manner as the Company may think fit.
- f) To manage, purchase, or otherwise acquire, take on lease or hire lands, houses, theatres, halls, buildings, easements, properties, chattels, secret processes, inventions, patents, copyrights, designs and trade marks of all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purpose of the Company, and pay for any assets acquired by the Company shares, debentures, bonds, cash or otherwise, either in this way or any other Company, whether fully paid or otherwise.
- g) To form, promote, subsidise and assist companies, syndicates or partnerships of all kinds, and to issue on commission or otherwise underwrite, subscribe for, and to take or guarantee the payment of any dividends or interest on any share, stocks, debentures, or other syndicates or partnerships, and to pay or provide brokerage, commission and underwriting in respect of any such issue.
- h) To enter into partnerships or any arrangements for sharing profits, union of interest, co-operation, reciprocal concessions, or otherwise with any person or company, carrying on the business within the objects of this Company.
- i) To work, improve, manage, develop, lease, mortgage, charge, pledge, turn to account or otherwise deal with all or any part of the property of the company and to sell the property, business or undertaking of the Company, or any part thereof, for such considerations as the Company may think fit, and in particular for shares, debentures or securities of any of the Company.
- j) To construct, erect, maintain, alter, replace or remove, any building, works, offices, erections, plant, machinery, tools or equipment, as may seem desirable for any of the business or in the interest of the Company to manufacture, buy, sell and generally deal in any plant, tools and machinery, goods or things of any description which may be conveniently dealt with, in connection with any of the Company's objects.

k) (1) To borrow or raise money in such amounts and manner and upon such terms as the Company shall think fit, and when thought desirable to execute and issue security of such kind, subject to conditions, for such amount and payable in such place and manner, and such person as the Company think fit, including in the power aforesaid (and without prejudice to this terms) the power to issue such primary or collateral or other security, debenture or debenture stock (perpetual or otherwise) mortgages, charges or securities over the whole of or any part of its assets, present or future (including uncalled capital).

(2) To guarantee, support or secure whether by personal obligation or covenant or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods, the performance of any obligations, and the repayment or payment of the principal amounts of any premiums, interest and dividends on any securities, or any person, firm or company, including (without prejudice to the generality of the foregoing) any company which is for the time being a holding company, as defined by Section 736 of the Companies Act, 1985 of the company or another subsidiary as defined by the said Section of a holding company of the Company or otherwise associated with the company in business.

- l) To make, draw, accept, endorse and to negotiate bills of exchange or other negotiable instruments.
- m) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the company, and to pay commissions to and remunerate any person or company for services rendered in placing or assisting to place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the company or the conduct of its business.
- n) To make donations to such persons, and in such cases, and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
- o) To distribute among the Members in kind any property of the Company or any proceeds of sale, disposal or realisation of property of the Company, but so that no distribution amounting to reduction of the capital be made except with the sanction (if any) for the time being required by law.

- p) To subscribe for or otherwise acquire, take, hold or sell any shares, or stock, debentures or debenture stock, or other securities, or obligations of the Company, and to invest or lend any of the monies of the Company not immediately required for its operation in such manner with or without security, as the Directors may determine.
- q) To appoint any person or persons, firm or firms, company of companies, to be the agent or agents of the Company and to act as agents, managers, secretaries, contractors or in a similar capacity.
- r) To procure the Company to be registered or recognised in any country or place abroad.
- s) To give credit or to guarantee or become security for or for the performance of any contract by any person, firm, company, association or society which may be desirable in the interest of the Company.
- t) To insure the life of any person who may, in the opinion of the Company be of value to the Company, as having or holding for the Company's interests, goodwill or influence or other assets, and to pay the premium on such insurance.
- u) To promote, contribute to, or assist financially or otherwise fund for the benefit wholly or partly of directors, employees or ex-employees of the Company, or their relatives, children or dependents or any other charitable purpose and to promote, enter into and carry into effect any scheme for the sharing of profits with employees.
- v) To do all or any of the above things, in any part of the world, and either as principals, agents contractors, trustees or otherwise, and either alone or in conjunction with others.
- w) To do all such other acts or things as are or may be deemed incidental or conducive to the attainment of the above objects, or any of them.

None of the objects set forth in this Clause shall be restrictly construed but the widest interpretation shall be given thereto, and shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other objects set out in any sub-clause of this clause or from the terms thereof or by the name of the Company. None of such sub-clauses or the objects therein set out or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause but each shall be construed independently of the other and the Company shall have full power to exercise the powers conferred by each sub-clause as though each sub-clause defined the objects of a separate and independent company.

4. The liability of the Members is limited.
5. The share capital of the Company is £ 100,000 divided into 100,000 Ordinary Shares of £1 each.

We, the several persons whose names and address and descriptions are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite our respective names.

Names, Addresses and
Descriptions of Subscribers:

Number of Shares taken by
each subscriber (in words)

NATCOM SERVICES LIMITED
by Gillian Barbara Bristow
a duly authorised officer

ONE

28 Kings Parade,
Soham,
Ely,
Cams.



Limited Company

NATCOM NOMINEES LIMITED
by Gillian Barbara Bristow
a duly authorised officer

ONE

28 Kings Parade,
Soham,
Ely,
Cams.



Limited Company

Dated the 1st day of September, 1991

Witness to the above signatures:

MADELIENE LORRAINE COWLAN

26 Sedge Fen
Lakenheath,
Brandon,
Suffolk,
IP27 9LE.



Legal Secretary.

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

METROPOLITAN INTERNATIONAL SCHOOLS
LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the Regulations contained in Table A in the Companies (Tables A to F) Regulation 1985 (hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the company.
2. The following regulations of Table A shall not apply to the Company videlicet 8, 24, 41, 60, 73, 74, 75, 77, 94, 95 and 113.
3. In regulation 1 of the Table A between the words 'regulations' and 'the Act' (the words 'and in any Articles adopting the same') shall be inserted.
4. The Company is a private Company and accordingly no offer or invitation shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.
5. At the date of the adoption of these Articles the capital of the Company is £100,000.00 divided into 100,000 Ordinary Shares of £1.

ALLOTMENT OF SHARES

6. a) The Directors are unconditionally authorised for the purposes of Section 80 of the Act, to exercise any amount of power of the Company to allot shares up to the amount of the original or any increased share capital of the Company at any time or times during the period of five years from the date of incorporation.
- b) The Directors are also unconditionally authorised for the purposes of Section 80 of the Act to allot redeemable shares up to the amount of the original or any increased redeemable share capital of the Company at any time or times during the period of five years from the date of incorporation.

Any shares so allotted shall be subject to such terms as to redemption and premium on redemption, participation in profits and as to voting as the members shall from time to time by Special Resolution decide but shall conform to the provisions of Sections 159 to 161 and 170 to 172 of the Act.

- c) In accordance with Section 91(1) of the Act Sections 89(1) and 90(1) to (6) inclusive of the Act shall not apply to the Company.
- d) Subject to Section 80 of the Act after the initial allotment any shares proposed to be issued shall first be offered to the Members in proportion as nearly as may be to the nominal value of the existing shares held by them respectively unless the Company shall by Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period accepted all shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit,

provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers thereof than the terms on which they were offered to the Members.

PURCHASE OF OWN SHARES

7. Subject to the provisions of Section 162 of the Act the Company may with the sanction of an Ordinary Resolution purchase its own shares (including ~~any~~ redeemable shares) on such terms as the directors may think fit and make a payment in respect of the resumption or purchase of such shares otherwise than out of the distributable profits of the Company or the proceeds of a fresh issue of Shares and subject to the provisions of Sections 173 and 175 of the Act.

TRANSFER OF SHARES

8. a) A transfer of a fully paid share need not be executed by or on behalf of the transferee; and Clause 23 of Table A shall be modified accordingly.
- b) The Directors may, in their absolute discretion and without assigning any reason therefore, decline to register the transfer of a share, whether or not it is a fully paid share.

LIEN

9. The Company shall have first and paramount lien on every share for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares standing registered in the name of a single person for all monies presently payable by him or his estate to the Company, but the Directors may at any time declare any share to be wholly or in any part exempt from the provisions of this regulation. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

NOTICE OF GENERAL MEETING

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notice of all other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

QUORUM OF MEMBERS

11. a) No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
- b) If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for such adjourned meeting, it shall be dissolved.

PROCEEDINGS AT GENERAL MEETINGS

12. a) At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the Chairman or by any member present in person or by proxy.

Unless a poll be so demanded a declaration by the Chairman that a resolution has on show of hands been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the Book containing Minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

- b) Subject to the provisions of the Act any resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at general meetings, or by their duly appointed attorneys, shall be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held. Any such resolution may consist of several instruments in the like form each executed by or on behalf of one or more of the members or their attorneys.

VOTES OF MEMBERS

13. Subject to any special rights or restrictions for the time being attached to any special class of shares in the capital of the Company, on a show of hands every member personally present shall have one vote only and in the case of a poll every member who is present in person or by proxy shall have one vote for each Ordinary Share held by him.

PROXY

14. The instrument appointing a proxy shall be in writing in any usual common form, or such other form as may be approved by the Directors, and shall be signed by the appointer or his attorney, duly authorised in writing, or if the appointer is a corporation shall be either under its common seal or under the hand of an officer or attorney so authorised. An instrument of proxy need not be witnessed.

DIRECTORS

15. Unless and until the Company in general meeting shall otherwise determine, there shall be no maximum numbers of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles and by Table A and regulation 89 of Table A shall be modified accordingly. The first Directors of the Company shall be named in the statement delivered to the Registrar of Companies pursuant to Section 10 of the Companies Act 1985.
16. The Company shall not be subject to Section 293 of the Companies Act 1985, and accordingly any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office or Director by reason of his attaining or having attained the age of seventy years or any other age. The Directors may, by power of attorney or otherwise appoint any person to be agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

17. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless :-

- i) he is recommended by the Directors; or
- ii) not less than fourteen or more than thirty-five clear days before the date of the meeting a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

18. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

ALTERNATE DIRECTORS

19. a) Each Director shall have the power to nominate any other Director or any person approved for that purpose by resolution of the Board to act as alternative Director in his place during his absence, and at his discretion to revoke such nomination, and on such appointment being made, each alternate Director whilst so acting shall be entitled to exercise or discharge all the functions, powers and duties and undertake all the liabilities and obligations of the Director he represents but shall not be entitled to receive any remuneration from the Company. An alternate Director shall have one vote for each Director he represents, in addition to his own vote if he is a Director, but shall not be counted more than once in the quorum. A nomination as an alternate Director shall ipso facto be revoked if the appointer ceases for any reason to be a Director.
- b) Notice of all Board Meetings shall be sent to every alternate Director as if he were a Director of the Company until revocation of his appointment.
- c) The appointment of an alternate Director shall be revoked and the alternate Director shall cease to hold office whenever the Director who appointed such alternate Director shall give notice in writing to the Secretary of the Company that he revokes such appointment.

POWERS AND DUTIES OF DIRECTORS

20. The Directors shall cause minutes to be made in books provided for the purpose:

- a) of the names of the Directors present at each Meeting of the Directors and any Meeting of any Committee of the Directors.
- b) of all resolutions and proceedings at all meetings of the Company and of all Directors and of any Committee of the Directors.
- c) of all appointments of officers made by the Directors.
- d) of all documents sealed with the Common Seal of the Company.

PROCEEDINGS OF DIRECTORS

21. i) The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any such meeting shall be decided by a majority of votes. A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
- ii) A resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

QUORUM OF DIRECTORS

22. The Directors may from time to time fix a quorum necessary for the transaction of business at Meetings of the Directors and unless so fixed the quorum shall be two except:

when the number of Directors is without contravention of regulation 15 hereof, one: or when the only business of the Meeting is to convene a Meeting of the Members;

when the quorum shall be one.

DIRECTOR'S BORROWING POWERS

23. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and subject to Section 80 of the Act, to issue and create mortgages, charges, memoranda of deposits, debentures, debenture stock and other securities whether outright or as security for any debts, liability or obligation of the Company or any third party.
24. A Director may, notwithstanding his interest, vote in respect of any contract or arrangement with the Company in which he is interested, directly or indirectly, and be taken into account for the purposes of a quorum at a meeting at which such contract or arrangement is considered, and retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.

DIRECTORS' GRATUITIES AND PENSIONS

25. The Directors may exercise the powers of the Company conferred by Clause 20 of the Memorandum of Association of the Company and regulation 87 of Table A to provide benefits with regards to gratuities, pensions and insurances for any Director or member of his family.

DISQUALIFICATION OF DIRECTORS

26. The office of Director shall be vacated if the Director:
- a) ceases to be Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director.
 - b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or becomes of unsound mind.
 - c) resigns his office by notice in writing to the Company.
 - d) is absent from Directors' Meeting for six calendar months without reasonable excuse and without the consent of the other Directors and they resolve that he vacate office.

INDEMNITY

27. Every Director or other officer or Auditor of the Company for the time being shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the company in the execution of the duties of his office or in relation thereto, but this Article shall only have effect insofar as its provision are not avoided by Section 310 of the Act.

THE SEAL

28. The Seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

Names, Addresses and Descriptions of Subscribers:

NATCOM SERVICES LIMITED
by Gillian Barbara Bristow -
a duly authorised officer

28 Kings Parade,
Soham,
Ely,
Cambs.



Limited Company

NATCOM NOMINEES LIMITED
by Gillian Barbara Bristow -
a duly authorised officer

28 Kings Parade,
Soham,
Ely,
Cambs.



Limited Company

Dated the 1st day of September 1991

Witness to the above signatures:

MADELIENE LORRAINE COWLAN

26 Sedge Fen,
Lakenheath,
Brandon,
Suffolk.



Legal Secretary

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2646404

I hereby certify that

METROPOLITAN INTERNATIONAL SCHOOLS LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 17 SEPTEMBER 1991


A. F. FLETCHER

an authorised officer

Company Number: 2646404

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION

OF METROPOLITAN INTERNATIONAL SCHOOLS LIMITED

Passed the SEVENTEENTH day of SEPTEMBER 19 92

At an Extraordinary General Meeting of the above-named Company
duly convened and held on the 17th September 1992

the following Elective Resolution was duly passed, viz:--

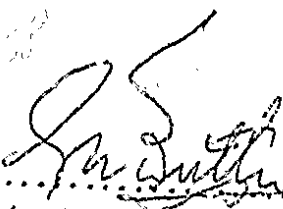
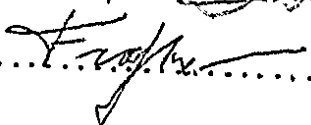
THAT pursuant to Section 379A, Companies Act 1985, the Company
hereby elects:

- (a) to dispense with the laying of accounts and reports before
the Company in General Meetings in accordance with Section
252 Companies Act 1985 in this and subsequent years;
- (b) to dispense with the holding of Annual General Meetings in
accordance with Section 366A, Companies Act 1985 in this and
subsequent years.

SIGNED:

G E BUTLER

G FRAGNER


.....

.....

Company Number: 2646404

COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTION IN WRITING

OF METROPOLITAN INTERNATIONAL SCHOOLS LIMITED


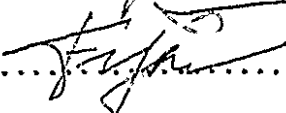
Dated 17th September 1992

We, the undersigned, being all the members for the time being of the above-named Company, pursuant to the provisions of section 381A of the Companies Act 1985, hereby approve the following resolution and agree that the said resolution shall be valid and effective as if the same had been passed as an elective resolution at a general meeting of the Company, duly convened and held:

"THAT pursuant to and subject to the provisions of section 386 of the Companies Act 1985 the company hereby elects to dispense with the obligation to appoint auditors annually".

Dated this SEVENTEENTH day of SEPTEMBER 1992

Signed:

.....  G. E. BUTLER
.....  G FRAGNER

27 - 03 - 95



COMPANIES FORM No. 225(1)

Notice of new accounting reference date given during the course of an accounting reference period

225(1)

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as inserted by section 3 of the Companies Act 1989

Please complete legibly, preferably in black type, or bold block lettering

1. To the Registrar of Companies
(Address overleaf - Note 6)

Company number

02646404

Name of company

* Insert full name of company

* METROPOLITAN INTERNATIONAL SCHOOLS LIMITED

Note

Details of day and month in 2, 3 and 4 should be the same. Please read notes 1 to 5 overleaf before completing this form.

2. gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3 1 0 3

3. The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Day Month Year

3 1 0 3 1 9 9 6

† delete as appropriate

4. If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on the exception in paragraph (a) in the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][parent]† undertaking of

_____, company number _____

the accounting reference date of which is _____

5. If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on the second part of section 225(4) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

6. Signed

Designation†

Date 13-3-95

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presentor's name address
telephone number and reference (if any):

For official use
D.E.B.

Post room

