

Company Number: 2966036

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

The Education Exchange Limited

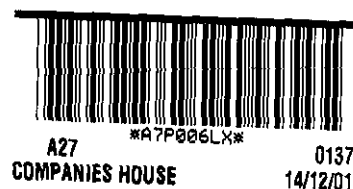
At an Extraordinary General Meeting of the above named Company held at 124 Theobalds Road, London WC1X 8RX on 21st November 2001, the following resolution was passed as a Special Resolution:-

Special Resolution

THAT the regulations contained in the printed document submitted to the meeting be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.



.....
Secretary



THE COMPANIES ACTS 1985 to 1989

PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

The Education Exchange Limited

(Adopted by Special Resolution on 21st November 2001)

1. PRELIMINARY

- 1.1 The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and by The Companies Act 1985 (Electronic Communications) Order 2000/2001 (such Table being hereinafter called "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 Articles of Association of the Company.

2. DEFINITIONS AND INTERPRETATION

- 2.1 In these Articles unless the context otherwise requires:

these Articles means the Articles of Association in their present form or as from time to time altered;

the **Holding Company** means the body corporate registered in England currently with the name Cable and Wireless PLC under number 238525.

- 2.2 In the first line of Regulation 1, after the word "regulations" the words "and in any articles adopting in whole or part the same" shall be inserted.

2.3 A special or extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provisions of these Articles.

2.4 The headings are inserted for convenience only and shall not affect the construction of these Articles.

3. ALLOTMENT OF SHARES

3.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to Article 3.3 below)) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.

3.2 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.

3.3 The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said section 80) be renewed, revoked or varied by ordinary resolution.

4. SHARES

4.1 The lien conferred by regulation 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable by him or his estate to the Company. Regulation 8 in Table A shall be modified accordingly.

4.2 The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

5. GENERAL MEETINGS AND RESOLUTIONS

- 5.1 No business shall be transacted at any general meeting unless a quorum is present. Subject to Article 5.2 below, two persons entitled to vote upon the business to be transacted, each being a member or a proxy of a member or a duly authorised representative of a corporation, shall be a quorum.
- 5.2 If and for so long as the Company has only one member, that member present in person or by proxy or (if that member is a corporation) by a duly authorised representative shall be a quorum.
- 5.3 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor such adjourned general meeting shall be dissolved.
- 5.4 Regulations 40 and 41 in Table A shall not apply to the Company.
- 5.5 If and for so long as the Company has only one member and that member takes any decision which is required to be taken in general meeting or by means of a written resolution, that decision shall be as valid and effectual as if agreed by the Company in general meeting, subject as provided in Article 5.8 below.
- 5.6 Any decision taken by a sole member pursuant to Article 5.5 above shall be recorded in writing and delivered by that member to the Company for entry in the Company's minute book.
- 5.7 Resolutions under section 303 of the Act for the removal of a director before the expiration of his period of office and under section 391 of the Act for the removal of an auditor before the expiration of his period of office shall only be considered by the Company in general meeting.
- 5.8 A member present at a meeting by proxy shall be entitled to speak at the meeting and shall be entitled to one vote on a show of hands. In any case where the same person is appointed proxy for more than one member he shall on show of hands have as many votes as the

number of members for whom he is proxy. Regulation 54 in Table A shall be modified accordingly.

- 5.9 Unless resolved by ordinary resolution that regulation 62 in Table A shall apply without modification, the instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the directors may be deposited at the place specified in regulation 62 in Table A up to the commencement of the meeting or (in any case where a poll is taken otherwise than at the meeting) of the taking of the poll or may be handed to the chairman of the meeting prior to the commencement of the business of the meeting.
- 5.10 Subject to the provisions of the Act, all or any of the members may participate in a general meeting by means of any communication equipment which allows all persons participating in the meeting to hear each other. Any person so participating shall be entitled to vote and to be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the chairman of the meeting is then present.
- 5.11 In the case of:
- 5.11.1 a body corporate which is a member of the Company the signature of a director or the secretary of that body corporate; or
- 5.11.2 joint holders of a share the signature of any one of such joint holders,
- shall be sufficient for the purposes of passing resolutions in writing pursuant to Regulation 53 or section 381A of the Act or recording decisions in accordance with Article 5.6.
- 5.12 In the case of a body corporate which is a member a director or the secretary thereof shall be deemed to be a duly authorised representative for the purpose of Regulation 54, unless the Company has received notice to the contrary.

6. RESTRICTIONS ON POWERS OF DIRECTORS

- 6.1 For so long as the Holding Company and/or any subsidiary of the Holding Company, shall be the holder of 90 per cent or more of the issued ordinary shares of the Company any or all powers of the directors shall be restricted in such respects and to such extent as the Holding

Company may by notice to the Company from time to time prescribe. Regulation 70 shall be read accordingly.

- 6.2 Any such notice pursuant to Article 6.1 shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by any one of its directors and its secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the directors have been in any way restricted hereunder and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

7. DELEGATION OF DIRECTORS' POWERS

- 7.1 Any committee of the board of directors may consist of one or more co-opted persons other than directors on whom voting rights may be conferred as members of the committee but so that:

7.1.1 the number of co-opted members shall be less than one-half of the total number of members of the committee; and

7.1.2 no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are directors.

Regulation 72 shall be modified accordingly.

8. APPOINTMENT OF DIRECTORS

- 8.1 The minimum number of directors shall be one and, in the event of there being a sole director, he shall have all the powers and be subject to all the provisions herein conferred on the directors and he or any alternate director appointed by him shall alone constitute a quorum at any meeting of the directors. Regulations 64, 89 and 90 shall be modified (and all other Regulations in these Articles relating to directors shall be construed) accordingly.

8.2 The directors shall not be required to retire by rotation and :

8.2.1 Regulations 73 to 77 inclusive, Regulation 80 and the last sentence of Regulation 84 shall not apply to the Company;

8.2.2 Regulation 78 shall apply but with the deletion of the words "and may also determine the rotation in which any additional directors are to retire"; and

8.2.3 the last two sentences of Regulation 79 shall not apply to the Company.

8.3 In any case where as the result of death or deaths the Company has no members and no directors the personal representatives of the last member to have died shall have the right by notice in writing to appoint a person to be a director of the Company and such appointment shall be as effective as if made by the Company in General Meeting pursuant to Regulation 78. For the purpose of this article, where two or more members die in circumstances rendering it uncertain which of them survived the other or others, the members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder.

8.4 Unless and until otherwise determined by the Company or in any particular case, no director shall vacate or be required to vacate his office as a director on or by reason of his attaining or having attained the age of 70, and any person proposed to be appointed a director shall be capable of being appointed as a director notwithstanding that he has attained the age of 70, and no special notice need be given of any resolution for the appointment as a director of a person who shall have attained the age of 70, and it shall not be necessary to give to the members notice of the age of any director or person proposed to be appointed as such.

9. DISQUALIFICATION AND REMOVAL OF DIRECTORS

9.1 For so long as the Holding Company, and/or any subsidiary of the Holding Company, shall be the holder of 90 per cent or more of the issued ordinary shares of the Company the Holding Company may at any time and from time to time appoint any person to be a director or remove from office any director howsoever appointed but so that his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

9.2 Any such appointment or removal pursuant to Article 9.1 shall be in writing served on the Company and signed on behalf of the Holding Company by any two of its directors or by

any one of its directors and its secretary or some other person duly authorised for the purpose.

- 9.3 The word "automatically" shall be inserted before the word "vacated" in the first line of Regulation 81. The office of a director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and regulation 81 shall be modified accordingly.

10. BORROWING POWERS

- 10.1 The directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

11. ALTERNATE DIRECTORS

- 11.1 Unless otherwise determined by the Company in general meeting by ordinary resolution an alternate director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of regulation 66 in Table A shall be modified accordingly.
- 11.2 A director, or any such other person as is mentioned in regulation 65 in Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

12. GRATUITIES AND PENSIONS

- 12.1 The directors may exercise the powers of the Company conferred by its Memorandum of Association in relation to the payment of pensions, gratuities and other benefits and shall be

entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

12.2 Regulation 87 in Table A shall not apply to the Company.

13. PROCEEDINGS OF DIRECTORS

13.1 A director may vote, at any meeting of the directors or of any committee of the directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has or in the case of an alternate director, his appointer, or any person connected with him has directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

13.2 Each director shall comply with his obligations to disclose his interest in contracts under section 317 of the Act.

13.3 Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

13.4 Any director may participate in a meeting of the directors or a committee of the directors of which he is a member by means of a conference telephone or similar communicating equipment whereby all persons participating in the meeting can hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting then is.

14. THE SEAL

14.1 If the Company has a seal, it shall only be used with the authority of the directors or of a committee of 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 second director. The obligation under regulation 6 of Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Regulation 101 in Table A shall not apply to the Company.

- 14.2 The Company may have an official seal for use abroad under the provisions of section 40 of the Act where and as the Directors shall determine, and the Company may by writing under the common seal appoint any agent or agents, committees or committee abroad to be duly authorised agents of the Company, for the purpose of affixing and using such official seal, and may impose such restrictions on the use thereof as may be thought fit. Where there is in these Articles reference made to the seal of the Company, the reference shall, when and so far as may be applicable, be deemed to include any such official seal.

15. NOTICES

- 15.1 Without prejudice to regulations 112 to 116 inclusive in Table A, the Company may give notice to a member by electronic means provided that:-

15.1.1 the member has given his consent in writing to receiving notice communicated by electronic means and in such consent has set out an address to which the notice shall be sent by electronic means; and

15.1.2 the electronic means used by the Company enables the member concerned to read the text of the notice.

- 15.2 A notice given to a member personally or in a form permitted by Article 15.1 above shall be deemed to be given on the earlier of the day on which it is delivered personally and the day on which it was despatched by electronic means, as the case may be.

- 15.3 Regulation 115 in Table A shall not apply to a notice delivered personally or in a form permitted by Article 15.1 above.

- 15.4 In this article "electronic" means actuated by electric, magnetic, electro-magnetic, electro-chemical or electro-mechanical energy and "by electronic means" means by any manner only capable of being so actuated.

16. INDEMNITY

- 16.1 Every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all 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, 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 in so far as its provisions are not avoided by section 310 of the Act.

16.2 The directors shall have power to purchase and maintain for any director, officer or auditor of the Company insurance against any such liability as is referred to in section 310(1) of the Act.

16.3 Regulation 118 in Table A shall not apply to the Company.

17. TRANSFER OF SHARES

17.1 The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of regulation 24 in Table A shall not apply to the Company.

Name and address of Subscriber

Subscribers name and address

Dated;

Witness to the above Signatures:-

Witnesses' name and address