

Company No. 3079131

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MOSTYN HOUSE SCHOOL

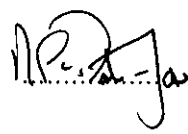


The following resolution was passed as a Special Resolution by way of written resolution on the 12 August 2002:

SPECIAL RESOLUTION

1. That the provisions of the memorandum of association of the company with respect to its objects be altered to amend clause 5 so that it reads:

"5. The income and property of the charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly, or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, including directors unless the prior written approval of the Charity Commission has been obtained (directors being hereafter referred to as the trustees)....."

.....
Director