

Company Number : 3156030

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
BPP READING LIMITED
ORDINARY RESOLUTION & SPECIAL RESOLUTION
(passed 13 February 1996)

At an Extraordinary General Meeting of the members of the above named Company duly convened and held at BPP House, Aldine Place, 142-144 Uxbridge Road, Shepherds Bush, LONDON W12 8AA on the 13th day of February 1996 the following resolutions were duly passed as an Ordinary and Special Resolution respectively:

Ordinary Resolution

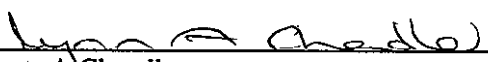
The authorised share capital of the Company be increased to £100,000 divided into 100,000 ordinary shares of £1 each.

Special Resolution

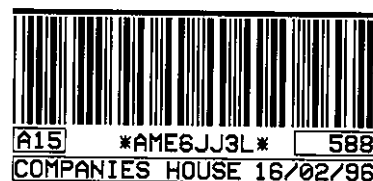
The Company's objects be amended by replacing Clause 3 (a) with the following Clause 3 (a):

The Company's objects are:

- (1) To carry on business in the field of education, to establish and operate colleges, schools, classes or tutorial systems at or by any means of which members may obtain education and instruction by post or otherwise in finance and accountancy and in all subjects whatsoever that may be included in a commercial, technical, scientific, classical or academic education, or may be conducive to knowledge of or skill in any trade pursuit or calling.
- (2) To provide a school or schools, lecture class or examination room or rooms, office or offices, board lodging and attendance and all other necessities and conveniences for or to students, teachers, lecturers clerks, employees and officers instructed or employed temporarily or otherwise by the Company, and to afford them facilities for study, research, cultivation, teaching and performance of the tasks and duties allotted to them respectively.


Lynn A Chandler
Secretary

13 February 1996

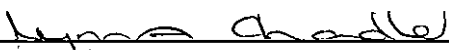


CONSENT TO SHORT NOTICE
FOR
AN
EXTRAORDINARY GENERAL MEETING

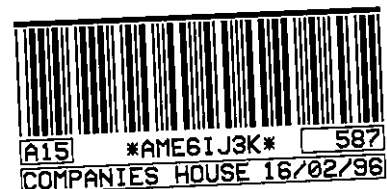
To the Directors of BPP READING LIMITED

We, the undersigned, being a majority in number of the members having the right to attend and vote at the Meeting together holding not less than 95 per cent of the issued share capital of the Company do hereby agree to an Extraordinary General Meeting of the Company being held on the 13th day of February 1996, for the purpose of considering the Ordinary Resolution and Special Resolution set out in the Notice convening the said Meeting (a copy whereof has, for the purposes of identification, been signed by us) notwithstanding that less than twenty-one day's notice of the Meeting has been given.

Dated 7 February 1996



Lynn A Chandler
Director & Secretary
BPP Holdings plc
on behalf of
BPP Holdings plc



**NOTICE
CONVENING
EXTRAORDINARY GENERAL MEETING**

BPP READING LIMITED

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the above named Company will be held at BPP House, Aldine Place, 142-144 Uxbridge Road, Shepherds Bush, LONDON W12 8AA on Tuesday 13th February 1996 at 11.30 am for the purpose of considering and, if thought fit, passing the following Ordinary and Special Resolution:

Ordinary Resolution

The authorised share capital of the Company be increased to £100,000 divided into 100,000 ordinary shares of £1 each.

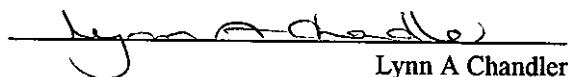
Special Resolution

The Company's objects be amended by replacing Clause 3 (a) with the following Clause 3 (a):

The Company's objects are:

- (1) To carry on business in the field of education, to establish and operate colleges, schools, classes or tutorial systems at or by any means of which members may obtain education and instruction by post or otherwise in finance and accountancy and in all subjects whatsoever that may be included in a commercial, technical, scientific, classical or academic education, or may be conducive to knowledge of or skill in any trade pursuit or calling.
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BY ORDER OF THE BOARD



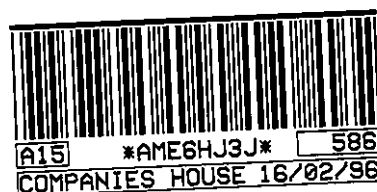
Lynn A Chandler
Secretary

7 February 1996

Registered Office
BPP House
Aldine Place
142-144 Uxbridge Road
Shepherds Bush
LONDON
W12 8AA

Note:


A member entitles to attend and vote at the above meeting is entitled to appoint a proxy to vote instead of him. A proxy need not be a member of the company. A form of proxy is enclosed with this Notice for use in connection with the business set out above. Completed forms of proxy must reach the Registered Office of the Company not less than one hour before the time appointed for the meeting.



BPP READING LIMITED
("the Company")

BPP Holdings plc, being a member of the above Company, hereby appoint James M D Cooper of Flat 6, 11 Frogna, LONDON NW3 6AL to act as our authorised representative at the Extraordinary General Meeting of the Company ("the EGM") to be held on the 13th day of February 1996 at 11.30 am for the purpose of considering the business of the Company as more specifically set out in the Notice convening the EGM and to exercise on our behalf at such EGM and any postponement or adjournment thereof all the powers of a member of the Company as set out in its Articles of Association and to consent to such Meeting being held at short notice.

Dated this 7th day of February 1996


Lynn A Chandler
Duly authorised Officer of
BPP Holdings plc

