Company Number:

3476432

COPY ORDINARY RESOLUTION

KINGSWOOD LEARNING AND LEISURE GROUP LIMITED

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTION

Passed on 28 January 2000

At the Annual General Meeting of the above named Company duly convened and held at Overstrand Hall, Overstrand, Norfolk NR27 0JJ on 28/1/00 the following was passed as an ORDINARY RESOLUTION:

THAT with effect from the passing of this resolution the directors be unconditionally authorised pursuant to section 80, Companies Act 1985, to allot relevant securities (as defined in that Act) up to the amount of the authorised share capital of the Company at the time of passing of this resolution at any time or times during the period of five years from the date hereof at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.

Chairman

KLO *K4F2XNMB* 0283
COMPANIES HOUSE 01/02/00