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Company Number: 4033876

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF
THE BRAND LEARNING PARTNERS LIMITED
(the "Company")

Passed on 14 June 2002

By Written Resolution passed by all the members of the above Company on 14th day of June 2002 the following resolution was duly passed as a Special Resolution:

"THAT

The following sentence shall be added to the end of Article 16 of the Company's Articles of Association: "In the case of an equality of votes at a board meeting, the chairman shall not have a second or casting vote" and that Article 88 of Table A be modified accordingly;"

AND

Article 2 of the Company's Articles of Association be amended to read "The following clauses of the said Table "A" shall not apply to this Company videlicet:- 23, 24, 46, 47, 50, 64, 65-69, 73-80, 94 and 95." "

.....
Secretary

Date 14 June 2002

