

Company No. 4119823

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTION IN WRITING

FOCUSEDUCATION LIMITED (the "Company")

We, being the sole members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 381A of the Companies Act 1985, to pass the following written resolution:

THAT the printed document accompanying this notice and initialled by a director for the purposes of identification be approved and adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the Company's existing Articles of Association.

Signature: _____

For and on behalf of BOVIS LEND LEASE HOLDINGS LIMITED

Signature: _____

For and on behalf of HALIFAX PROJECTS INVESTMENTS LIMITED

Date: _____

27 September 2001

Date sent to auditors: _____



FOCUSEDUCATION LIMITED

ARTICLES OF ASSOCIATION



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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
FOCUSEDUCATION LIMITED

(adopted by a written resolution passed on 2001)

1. **EXCLUSION**

Except as provided for in these Articles, no regulations set out in any statute or in any statutory instrument made under any statute concerning companies shall apply to the Company. The following shall be the Company's articles of association.

2. **INTERPRETATION**

2.1 In these Articles, unless the context requires otherwise, the following expressions have the following meanings:-

"Act"	the Companies Act 1985 (as amended by the Companies Act 1989) and every statutory modification or re-enactment thereof for the time being in force;
"Group"	in relation to a company means the company, its subsidiary undertakings and holding companies from time to time and each subsidiary from time to time of each such holding company and its subsidiaries (each as defined in the Companies Act 1985);
"Substantial Shareholder"	means a shareholder which holds, or members of a Group which individually or together hold, 25 per cent or more of the issued share capital of the Company;
"Table A"	means Table A set out in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2.2 In these Articles:-

- 2.2.1 any gender includes any other gender;
- 2.2.2 the singular includes the plural and vice versa;
- 2.2.3 references to persons include bodies corporate, unincorporated associations, governments, states, partnerships and trusts (in each case, whether or not having separate legal personality);
- 2.2.4 the headings in these Articles are for convenience only and shall not affect the interpretation of these Articles;

2.2.5 the eiusdem generis rule shall not apply, so that general words shall not be given a restrictive interpretation by reason of their being preceded or followed by words indicating a particular class of acts, matters or things; and

2.2.6 references to writing include any method of reproducing words in a legible and non-transitory form.

3. **TABLE A**

3.1 The regulations contained in Table A shall apply to the Company except in so far as they are excluded by or are inconsistent with these Articles.

3.2 Regulations 23, 40, 41, 52, 64, 73, 74, 75, 77, 89, 94, 95, 97 and 101 of Table A shall not apply to the Company.

3.3 Regulations 6, 24, 45, 46 and 79 of Table A shall apply to the Company with the modifications set out below.

4. **SHARE CAPITAL**

4.1 The share capital of the Company is £20,000 divided into 20,000 ordinary shares of £1 each.

4.2 Subject to the provisions of these Articles and of the Act any unissued shares for the time being in the capital of the Company shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons (including any director), on such terms and conditions and at such time or times as they think proper but so that no shares shall be issued at a discount.

4.3 The directors are generally and unconditionally authorised pursuant to the Act to exercise all powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of the authorised but unissued share capital of the Company at the date of the adoption of these Articles provided that this authority shall expire on the day preceding the fifth anniversary of the date of the adoption of these Articles, save that this authority allows the directors to make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry.

4.4 Section 89(1) and section 90(1) to (6) of the Act are hereby excluded and shall not apply to any allotment by the Company of equity securities (as defined in section 94 of the Act).

5. **TRANSFER OF SHARES**

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

5.2 The instrument of transfer of a share may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor.

6. **PROCEEDINGS AT GENERAL MEETINGS**

6.1 If the Company is a single member company, one member present in person or by proxy shall be a quorum at any general meeting. If the Company is not a single member company, two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

- 6.2 If within half an hour from the time appointed for a meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case it 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 meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved.
- 6.3 It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. The last two sentences of regulation 45 in Table A shall not apply.
- 6.4 A poll may be demanded by any member having the right to vote at the meeting. Regulation 46(b) in Table A shall not apply.
- 6.5 No notice need be given of a poll. Regulation 52 in Table A shall not apply.

7. **NUMBER OF DIRECTORS**

The number of directors (other than alternate directors) shall be not less than two.

8. **APPOINTMENT AND RETIREMENT OF DIRECTORS**

- 8.1 A director shall not retire by rotation. References in Table A to the rotation of directors shall not apply.
- 8.2 Any Substantial Shareholder may at any time and from time to time by notice in writing signed on behalf of such shareholder (which shall be effective immediately upon its delivery to the registered office of the Company) appoint any two persons to be directors of the Company and appoint another person in the place of any person so appointed who has ceased for any reason to be a director.
- 8.3 Notwithstanding anything in these Articles or in any agreement between the Company and such director, a director appointed by any Substantial Shareholder may be removed from office at any time by that Substantial Shareholder by notice in writing signed on behalf of such shareholder which shall be effective immediately upon its delivery to the registered office of the Company. Such removal shall be without prejudice to any claim such director may have for damages for breach of any agreement between the director and the Company.
- 8.4 No person shall be or become incapable of being appointed a director by reason of his having attained the age of seventy or any other age nor shall any special notice be required in connection with the appointment or the approval of the appointment of such person, and no director shall vacate his office at any time by reason of the fact that he has attained the age of seventy or any other age.
- 8.5 The last two sentences of regulation 79 in Table A shall not apply.

9. **PROCEEDINGS OF DIRECTORS**

- 9.1 The quorum necessary for the transaction of business by the directors shall be two, including at least one director appointed by each Substantial Shareholder. In the absence of the appointor of an alternate director, an alternate director present at a meeting of directors may be counted in reckoning whether a quorum is present.

- 9.2 No resolution of the Board may be passed unless at least one director appointed by each Substantial Shareholder votes in favour of it.
- 9.3 A director may vote as a director in regard to any contract, arrangement or any other proposal whatsoever in which he is interested or upon any matter arising therefrom and if he shall so vote, his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract, arrangement or proposal is under consideration.
- 9.4 Without prejudice to the first sentence of Regulation 88 in Table A, a meeting of the directors may consist of a conference between directors who are not all in one place, but of whom each is able (directly or by telephonic communication or video link) to speak to each of the others and to be heard by each of the others simultaneously and the word "meeting" in these Articles and in Table A shall be construed accordingly.

10. SHARE CERTIFICATES

Every share certificate shall, if the Company has a seal, be sealed with the seal or signed by a director and by the secretary or a second director and shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount or respective amounts paid up thereon. The second sentence of Regulation 6 in Table A shall be amended accordingly.

11. THE SEAL

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 a second director.