

3

SCHEDULE 3A

WRITTEN RESOLUTION OF COMPANY

Company No. 4119823

THE COMPANIES ACT 1985 AND 1989

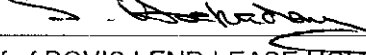
COMPANY LIMITED BY SHARES

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 resolutions:

Ordinary Resolutions

1. THAT the authorised share capital of the Company be increased from 70,000 by the creation of 34,000 additional ordinary shares of £1 to allow the Company to subscribe for 39,998 A Ordinary Shares of €1.25 each and 2 B Ordinary Shares of €1.25 each in FocusEducation (NMC) Limited, each of the additional ordinary shares of the Company ranking pari passu in all respects with the existing ordinary capital of the Company.
2. THAT the Directors be and are hereby unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot shares up to the amount of the authorised capital of the Company at any time or times during the period of five years from the date of this resolution.

Signature: 
For and on behalf of BOVIS LEND LEASE HOLDINGS LIMITED

Signature: 
For and on behalf of UBERIOR INFRASTRUCTURE INVESTMENTS (NO. 2) LIMITED

Date: 5 February 2003

Date sent to auditors: _____

