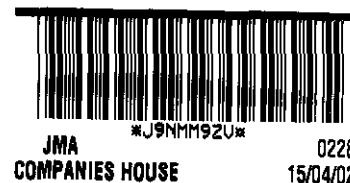


COMPANY NUMBER: ~~4236500~~ 4119823

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
FOCUSEDUCATION LIMITED



passed on 27 September 2001

COMPANIES HOUSE 10/11/01

Pursuant to section 381A of and schedule 15A to the Companies Act 1985 (as amended), we the undersigned, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby unanimously pass the following resolutions as written resolutions and agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting duly convened and held.

WRITTEN RESOLUTIONS

1. That the authorised share capital of the Company be increased to £ 20,000 by the creation of £19,000 new ordinary shares of £1 each, such new shares to rank pari passu in all respects with the existing 1000 ordinary shares of £1 each in the capital of the Company.
2. That:-
 - 2.1 the directors be and are hereby generally authorised pursuant to and in accordance with section 80 of the Companies Act 1985 (the "Act") to exercise during the period from the date of the passing of this resolution until the day preceding the fifth anniversary of the date of this resolution all the powers of the Company to allot relevant securities (as defined in section 80 of the Act) to a maximum nominal amount of £20,000;
 - 2.2 for the purposes of this resolution, the said authority shall allow and enable the directors to make offers or agreements before the expiry of the said period which would or might require the making of allotments after such expiry.

.....
for and on behalf of
Bovis Lend Lease Holdings Limited

.....
for and on behalf of
Halifax Project Investments Limited

27 September 2001