

Company No. 4147939



THE COMPANIES ACT 1985
AND
THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION
OF
STRATHMORE COLLEGE LIMITED

We, the undersigned being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company, hereby resolve as follows and agree that the said resolutions shall, pursuant to section 381A of the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed as special resolutions at a general meeting of the Company duly convened and held on the date specified below:

RESOLUTIONS:

1. The Memorandum of Association be amended as follows:
 - 1.1 By the insertion of the following object after object (3(y)) as object ((y)(2) and re-numbering 3(y) as 3(y)(1):

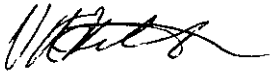
"Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(1)(a) of the Act) for any such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act"

2. The Articles of Association be amended by:

2.1 the deletion of Article 5

2.2 the renumbering of Articles 5-19 inclusive as 5-18 inclusive

Dated 27th June, 2003



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Victor Andrew Heath



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Kathleen Mary Smith