

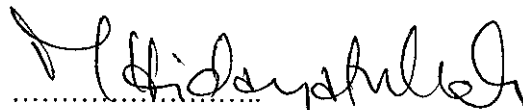
THE COMPANIES ACT 1985

Company Limited by Shares

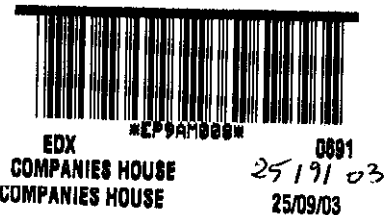
**SPECIAL RESOLUTION OF
EDUCATION SUPPORT (NEWHAM) LIMITED
("the Company")**

Dated *24 September* 2003

By a special resolution passed on *24 September* 2003 the present articles of association of the Company were abrogated and thereupon replaced by adopting new articles in the form attached to this resolution without amendment.



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Education Support (Newham) Holdings Limited
2003



Company No. 4420816

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY SHARES

**ARTICLES OF ASSOCIATION
OF
EDUCATION SUPPORT (NEWHAM) LIMITED**

Adopted by Special Resolution passed on 24 September 2003

THE COMPANIES ACTS 1985 AND 1989
PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
EDUCATION SUPPORT (NEWHAM) LIMITED

PRELIMINARY

- 1 The regulations contained in Table A in the schedule of the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (amendment) Regulations 1985 (**Table A**) shall apply to the Company save insofar as they are excluded or varied by these articles and such regulations (save as so excluded or varied) and these articles shall be the regulations of the Company.

SHARE CAPITAL

- 2 Subject to the provisions of the Companies Act 1985 (the **Act**) and without prejudice to any rights attached to any existing shares, any share may be issued with such rights or restrictions as the Company may by ordinary resolution determine or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the directors may decide. Regulation 2 in Table A shall not apply to the Company.
- 3 Subject to the Act and to these articles, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons at such time for such consideration and generally on such terms and conditions as they may determine
- 4 Subject to any direction to the contrary which may be given by the Company in general meeting, the directors are generally and unconditionally authorised for the purpose of Section 80 of the Act to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (within the meaning of Section 80 of the Act) up to an aggregate nominal amount equal to the amount of the authorised share capital of the Company at the date of incorporation provided that this authority shall expire on the date five years from the date of incorporation unless renewed, varied or revoked by the Company in general meeting save that the directors may before such expiry make an offer or agreement which would or might require relevant securities to be offered after such expiry.
- 5 In accordance with Section 91 of the Act, Section 89(1) Section 90(1) to (5) and Section 90(6) shall not apply to the Company.
- 6 Unless otherwise provided by the rights attaching to any shares, those rights shall be deemed to be varied by the reduction of the capital paid up on the shares and by the allotment of further shares ranking in priority for the payment of dividends or other distributions or in respect of capital or which confer on the holders voting rights more favourable than those conferred by such first mentioned shares, but shall not otherwise be deemed to be varied by the creation or issue of further shares

CALLS ON SHARES AND FORFEITURE

- 7 There shall be added to the end of the first sentence of regulations 18 in Table A the words "and any costs and expenses incurred by the directors as a result of such non payment".

TRANSFER OF SHARES

- 8 The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 in Table A shall be varied accordingly.

9

- (a) Subject to Article 9(b) below, the directors may, in their absolute discretion and without giving any reason, decline to register any transfer of any share, whether or not it is a fully paid share. Accordingly the first sentence of regulation 24 in Table A shall not apply to the Company.
- (b) The powers of the directors in Article 9(a) above and in Regulation 24 in Table A shall not apply to any transfer of any shares made pursuant to the enforcement of any charge over shares entered into by any shareholder of the Company in favour of Dresdner Kleinwort Wasserstein Limited as Security Trustee (or any replacement therefor).

NOTICE OF GENERAL MEETINGS

- 10 In regulation 38 in Table A the words "or a resolution appointing a person as a director" shall not apply to the Company.
- 11 Notice of every general meeting shall be given to all members (whether situated in the United Kingdom or not) other than any who, under the provisions of these articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to the auditors or, if more than one, each of them. The last sentence of regulation 38 in Table A shall not apply to the Company.

PROCEEDINGS AT GENERAL MEETINGS

- 12 A general meeting of the Company or a meeting of the holders of any class of its shares shall be quorate and shall be valid and effective for all purposes if there is present one person being either:
- (1) a member himself and a proxy for another member or members;
 - (2) a member himself and a duly authorised representative of one or more corporations, each of which is a member;
 - (3) a proxy for two or more members;
 - (4) a duly authorised representative of two or more corporations each of which is a member;
 - (5) a proxy for one or more members and a duly authorised representative of one or more corporations, each of which is a member; or
 - (6) the sole member or the corporate representative or proxy of the sole member.

- 13 A resolution in writing signed or approved by notice, letter, email or fax by or on behalf of the requisite majority of the members who would have been entitled to vote upon it if it had been proposed at a general meeting or at a meeting of any class of members at which they were present shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held. Any such resolution or approval may consist of several documents each signed by or on behalf of one or more of the members. Regulation 53 in Table A shall not apply to the Company.

VOTES OF MEMBERS

- 14 At a general meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any member (regardless of the number of members for whom he is a proxy or their holdings) shall have one vote, and on a poll every member who is present in person, by a duly authorised representative, or by proxy shall have one vote for every share of which he is a holder. Regulation 54 in Table A shall not apply to the Company.
- 15 Regulation 57 in Table A shall not apply to the Company.
- 16 The instrument appointing a proxy and (if required by the directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other way approved by the directors, may be delivered to the office (or to such other place or to such person as may be specified or agreed by the directors) before the taking of the vote at the meeting or adjourned meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the meeting or adjourned meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this article. Regulation 62 in Table A shall not apply to the Company.

NUMBER OF DIRECTORS

- 17 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum and the minimum number of directors shall be one. A sole director shall have authority to exercise all the powers and discretions vested in the directors generally and shall alone constitute a quorum for the transaction of business. Regulation 64 in Table A shall not apply to the Company and regulation 89 shall be varied accordingly.

ALTERNATE DIRECTORS

- 18 Any directors (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 in Table A shall not apply to the Company

DELEGATION OF DIRECTORS' POWERS

- 19 The directors may delegate any of their powers (with power to sub-delegate) to any committee consisting of such person or persons (whether directors or not) as they think fit. The first sentence of regulation 72 in Table A shall not apply to the Company and references in Table A and these articles to a committee of directors or to a director as a member of such a committee shall include a committee established under this article or such person or persons.

APPOINTMENT AND RETIREMENT OF DIRECTORS

- 20 Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at general meetings of the Company may by notice in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the Company at any time and from time to time appoint any person to be a director (either to fill a vacancy or as an additional director) or remove any director from office (no matter how he was appointed).
- 21 The directors may appoint any person (not being a director) to any office or employment having a designation or title including the word "director" or attach to any existing office or employment with the Company such designation or title and may terminate any such appointment or the use of such designation or title. The inclusion of the word "Director" in the designation or title of any such office or employment shall not imply that such person is, or is deemed to be, or is empowered in any respect of act as a director of the Company for any of the purposes of the Act or these articles.
- 22 Without prejudice to the powers conferred by any other article, any person may be appointed a director by the directors, either to fill a vacancy or as an additional director.
- 23 No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age. No notice of any resolution appointing or approving the appointment of any director shall be required to state the age of the person to whom such resolution relates. No shareholding qualification for directors shall be required.
- 24 Directors shall not be required to retire by rotation. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 in Table A shall not apply to the Company and regulation 67 in Table A shall be varied accordingly.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 25 The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 in Table A but also if he is removed from office pursuant to these articles or becomes incapable by reason of illness or injury of managing and administering his property and affairs. Regulation 81 in Table A shall be varied accordingly.

PROCEEDINGS OF DIRECTORS

- 26 Notice of a meeting of the directors shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose, or by any other means authorised by the director concerned. A director absent or intending to be absent from the United Kingdom may request the directors that notices of meetings of the directors shall during his absence be sent in writing to him at an address or to a fax number or email address given by him to the Company for this purpose, but if no request is made to the directors it shall not be necessary to give notice of a meeting of the directors to any director who is for the time being absent from the United Kingdom. Where only one director is present within the United Kingdom and, under the provisions of these articles, it is not necessary to give notice of a meeting of directors to any other director, that one director shall alone constitute a quorum for the transaction of the business of the directors. A director may waive notice of any meeting either prospectively or retrospectively. Regulation 88 in Table A shall be varied accordingly.

- 27 All or any of the members of the board or any committee of the board may participate in a meeting thereof by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the meeting then is.
- 28 A resolution in writing signed or approved by notice, letter, email or fax by a majority of the directors entitled to receive notice of a board meeting or by a majority of the persons entitled to receive notice of a meeting of a committee of the board shall be as valid and effectual as if it had been passed at a board meeting or (as the case may be) a meeting of the committee of the board duly convened and held and may consist of several documents each signed by one or more persons. A resolution of the board or any committee of the board may be passed by accepting the vote of any director who is absent from the relevant meeting but who has communicated his vote by means of a resolution or approval in writing in accordance with this article and any such absent director shall be deemed to be present at the meeting and shall be counted in ascertaining whether a quorum is present. A resolution or approval signed pursuant to this article by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

Regulation 93 in Table A shall not apply to the Company.

- 29 Provided that he has disclosed any interest which he may have therein in accordance with the Act, a director shall be entitled to vote in respect of any resolution in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

SEAL

- 30 The seal shall be used only by the authority of a resolution of the directors or of a committee of the directors. The directors may determine whether any instrument to which the seal is affixed shall be signed, whether autographically or otherwise, and may so determine either generally or in relation to a particular instrument or type of instrument.

Unless otherwise so determined:

- (a) share certificates and, subject to the provisions of any instrument constituting the same, certificates issued under the seal in respect of any debentures or other securities, need not be signed, and any signatures may be applied to any such certificate by any mechanical or other means or may be printed on it; and
- (b) every other instrument to which the seal is affixed shall be signed by one director and by the secretary or another director.

Regulation 101 Table A shall not apply to the Company.

NOTICES

- 31 The Company may give any notice to a member either personally, or by sending it by post in a prepaid envelope addressed to the member at his registered address or by fax or telex to a number provided by the member for this purpose, or by leaving it at his registered address, or by any other means authorised in writing by the member concerned. In the case of joint holders of share, notice given to any one of the joint holders shall for all purposes be deemed a

sufficient service on all the joint holders. Regulation 112 in Table A shall not apply to the Company.

TIME OF SERVICE

- 32 Any notice, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting, and in proving such service, it shall be sufficient to prove that the notice was properly addressed, stamped and put in the post. Any notice left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served when it was so left or sent. Regulation 115 in Table A shall not apply to the Company.

HOLDING COMPANY CONSENT

- 33 Notwithstanding any provision in these articles to the contrary, each of the following matters shall be effective only with the consent or agreement in writing of the Holding Company and without such consent or agreement shall not be done or caused to be done:
- (a) the amendment, removal or alteration of the effect of this Article;
 - (b) the creation or issue of any shares in the capital of the Company;
 - (c) any abrogation, variation or modification of any of the rights or privileges, attaching to any shares of any class in the Company.

For the purpose of this Article 33, the "Holding Company" means any holding company of the Company as defined by Section 736 of the Act.