

Company Number : 04486203

SPECIAL RESOLUTIONS

of **VISION CHILDCARE SERVICES LIMITED**

At an Extraordinary General Meeting of the members of the above company, duly convened and held at Tayga, Pear Tree Lane, Shore, Kent

on 07-10-05

the following **SPECIAL RESOLUTIONS** was duly passed:-

1. It was resolved that the Authorised Share Capital of the Company be and is hereby redesignated as £100,000 divided into 50,000 'A' Ordinary shares and 50,000 'B' Ordinary shares and that Article 2 below be inserted and that the existing Nos 2 to 14 be renumbered

SHARE CAPITAL

- "2. The Share Capital of the Company is £100,000 divided into 50,000 'A' Ordinary Shares and 50,000 'B' Ordinary shares, all of £1 each. Such 'A' and 'B' shares shall rank pari passu subject to the rights and restrictions contained in the Articles of Association.

(A) So long as the Share Capital of the Company shall be divided into two or more classes of shares then subject to the rights of any persons entitled to shares with special rights as to dividend, the profits of the Company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes of shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of share to the exclusion of any other class or classes and that dividends at different rates may be declared on the respective classes of shares.

(B) All dividends shall be declared and paid according to the amounts paid or credited as paid on shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. Clauses 102 to 108 in Table A shall be modified accordingly."

2. It was also resolved that the 100 Ordinary shares held by Amarjit Dhull be redesignated as 100 'A' Ordinary Shares, the 100 Ordinary shares held by Ajit Dhull be redesignated as 100 'B' Ordinary shares and the 100 Ordinary shares held by Mrs Champa Chatwal be redesignated as 100 'B' Ordinary shares.


Chairman

