

ENTERPRISE EDUCATION HOLDINGS CONWY LIMITED

(the "Company")

**RESOLUTION in writing of the members of the
Company dated 23 December 2004**

ELECTIVE RESOLUTIONS

The Company elects:

- (A) pursuant to section:
- (i) 252 of the Act, to dispense with the laying of accounts and reports before the company in general meeting;
 - (ii) 366A of the Act, to dispense with the holding of annual general meetings;
 - (iii) 386 of the Act, to dispense with the obligation to appoint auditors annually; and
- (B) that while the election made by resolution (A)(iii) above remains in force, the remuneration of the auditors be fixed by the directors.



.....
L J Jenkinson
Secretary

