

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 5457445

The Registrar of Companies for England and Wales hereby certifies that
EDUCATION SPV LIMITED

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, London, the 19th May 2005



N05457445L



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

Package: 'Laserform'
by Laserform International Ltd.

12

Please complete in typescript,
or in bold black capitals.

CHFP025

Declaration on application for registration

5457445

Company Name in full

EDUCATION SPV LIMITED

I, MAYA JOSHI

of ONE SILK STREET, LONDON EC2Y 8HQ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company], ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

Declared at

ONE BUNHILL ROW, LONDON EC1Y 8YY

Day Month Year

On

1 9 0 5 2 0 0 5

① Please print name.

before me ①

SAMUEL EDWARD COLTHARD

Signed

Date

19 MAY 2005

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

HACKWOOD SECRETARIES LIMITED (BILL WARNER)
ONE SILK STREET
LONDON
EC2Y 8HQ

Tel 020 7456 2000

DX number

DX exchange



LD1
COMPANIES HOUSE

0102
19/05/05

Laserform International 12/99

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Package: 'Laserform'
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Please complete in typescript,
or in bold black capitals.

CHFP025

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

5457445

Company Name in full

EDUCATION SPV LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

OLD MUTUAL PLACE

2 LAMBETH HILL

Post town LONDON

County / Region

Postcode EC4V 4GG

If the memorandum is delivered by
an agent for the subscriber(s) of
the memorandum mark the box opposite
and give the agent's name and address.

X

Agent's Name LINKLATERS

Address ONE SILK STREET

Post town LONDON

County / Region

Postcode EC2Y 8HQ

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if you
do, it will help Companies House to
contact you if there is a query on the
form. The contact information that you
give will be visible to searchers of the
public record.

HACKWOOD SECRETARIES LIMITED (BILL WARNER)
ONE SILK STREET
LONDON
EC2Y 8HQ

DX number

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for companies registered in Scotland DX 235 Edinburgh



LD1
COMPANIES HOUSE

0103
19/05/05

Laserform International 4/03

Company Secretary (see notes 1-5)

Company name EDUCATION SPV LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s) MARK ROBERT

Surname WARR

Previous forename(s)

Previous surname(s)

Address ††

FLAT 17, YEW TREE HOUSE

19-23 HOOK ROAD

Post town SURBITON

County / Region SURREY

Postcode KT6 5AA

Country ENGLAND

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

I consent to act as secretary of the company named on page 1

Consent signature

Date

18 MAY 2005

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s) THABO

Surname DLOTI

Previous forename(s)

Previous surname(s)

Address ††

34 HOMESTEAD WAY

Post town PINELANDS

County / Region CAPE TOWN

Postcode 7405

Country SOUTH AFRICA

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.

Date of birth

Day Month Year

2 9 0 3

1 9 6 9

Nationality

SOUTH AFRICAN

Business occupation

CHIEF EXECUTIVE OFFICER

Other directorships

NONE

I consent to act as director of the company named on page 1

Consent signature

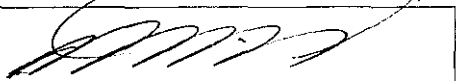
Date

13/05/2005

Directors

(see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	*Honours etc			
* Voluntary details	Forename(s)	BAHLELI MARSHALL			
	Surname	RAPIYA			
	Previous forename(s)				
	Previous surname(s)				
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	Address ††	26A RINGWOOD DRIVE			
	<input type="checkbox"/>				
	Post town	PINELANDS			
	County / Region	CAPE TOWN	Postcode	7405	
	Country	SOUTH AFRICA			
	Date of birth	Day 2 5 0 7	Month 1 9 5 2	Nationality	SOUTH AFRICAN
	Business occupation	EXECUTIVE MANAGER			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature			Date	13/5/05

This section must be signed by*Either*an agent on behalf
of all subscribers

Signed



Date

19/5/05

Or the subscribers

Signed

Date

*(i.e those who signed
as members on the
memorandum of
association).*

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

108884

The Companies Act 1985

Company Limited by Shares

Memorandum of Association

of

Education SPV Limited



5457445

- 1 The Company's name is "Education SPV Limited".
- 2 The Company's registered office is to be situate in England and Wales.
- 3 The Company's objects are:-
 - 3.1 To carry on all or any of the businesses of a holding company and to co-ordinate all or any part of the businesses and operations of any and all companies, firms and businesses controlled directly or indirectly by the Company or in which the Company is interested, whether as a shareholder or otherwise and whether directly or indirectly, and to acquire by purchase, lease, concession, grant, licence or otherwise such businesses, options, rights, privileges, lands, buildings, leases, underleases, stocks, shares, debentures, debenture stock, bonds, obligations, securities, reversionary interests, annuities, policies of assurance and other property and rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease, sell or dispose of the same; and to vary any of the investments of the Company, to act as trustees of any deeds constituting or securing any debentures, debenture stock or other securities or obligations; to enter into, assist, or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same or sell, dispose of or otherwise turn the same to account, to act as company secretary alone or jointly with any other person or persons for any company or companies incorporated in any part of the world, as secretary of any association or associations whether incorporated or not in any part of the world and as agent or overseas company agent for any other body incorporated in any part of the world, and to provide administrative, legal, technical and financial services of every description to other companies, firms, or persons, to act as business and office managers and to carry on all or any of the businesses of capitalists, trustees, financiers, financial agents, company promoters, bill discounters, insurance brokers and agents, mortgage brokers, rent and debt collectors, stock and share brokers and dealers and commission and general agents, merchants and traders; and to manufacture, buy, sell, maintain, repair and deal in plant, machinery, tools, articles and things of all kinds capable of being used for the purposes of the above-mentioned businesses or any of them, or likely to be required by customers of or persons having dealings with the Company.
 - 3.2 To carry on any other business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinbefore or hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering



profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.

- 3.3** To subscribe, underwrite, purchase, or otherwise acquire, and to hold, dispose of, and deal with, any shares or other securities or investments of any nature whatsoever, and any *options or rights in respect thereof or interests therein, and to buy and sell foreign exchange.*
- 3.4** To draw, make, accept, endorse, discount, negotiate, execute, and issue, and to buy, sell and deal with bills of exchange, promissory notes, and other negotiable or transferable instruments or securities.
- 3.5** To purchase, or otherwise acquire for any estate or interest any property (real or personal) or assets or any concessions, licences, grants, patents, trade marks, copyrights or other exclusive or non-exclusive rights of any kind and to hold, develop and turn to account and deal with the same in such manner as may be thought fit and to make experiments and tests and to carry on all kinds of research work.
- 3.6** To build, construct, alter, remove, replace, equip, execute, carry out, improve, work, develop, administer, maintain, manage or control buildings, structures or facilities of all kinds, whether for the purposes of the Company or for sale, letting or hire to or in return for any consideration from any company, firm or person, and to contribute to or assist in or carry out any part of any such operation.
- 3.7** To amalgamate or enter into partnership or any joint venture or profit/loss-sharing arrangement or other association with any company, firm, person or body.
- 3.8** *To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any company, firm, person or body carrying on any business which the Company is authorised to carry on or possessed of any property suitable for the purposes of the Company.*
- 3.9** To promote, or join in the promotion of, any company, whether or not having objects similar to those of the Company.
- 3.10** To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages and charges upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by the creation and issue of debentures, debenture stock or other securities of any description.
- 3.11** To advance, lend or deposit money or give credit to or with any company, firm or person on such terms as may be thought fit and with or without security.
- 3.12** To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business.

- 3.13** To issue any securities which the Company has power to issue for any other purpose by way of security or indemnity or in satisfaction of any liability undertaken or agreed to be undertaken by the Company.
- 3.14** To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit, and in particular for shares or other securities, whether fully or partly paid up.
- 3.15** To procure the registration, recognition or incorporation of the Company in or under the laws of any territory outside England.
- 3.16** To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any purpose which may be considered likely directly or indirectly to further the interests of the Company or of its members.
- 3.17** (i) To establish and maintain or contribute to any pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any individuals who are or were at any time in the employment or service of the Company or of any associated company, or who are or were at any time directors or officers of the Company or of any associated company, and the wives, widows, families and dependants of any such individuals; to establish and subsidise or subscribe to any institutions, associations, clubs or funds which may be considered likely to benefit any such persons or to further the interests of the Company or of any associated company; and to make payments for or towards the insurance of any such persons.
- (ii) To establish and maintain, and to lend or contribute to, any scheme for encouraging or facilitating the holding of shares or debentures or other securities in the Company or any associated company by or for the benefit of its employees or former employees, or those of any associated company, or by or for the benefit of such other persons as may for the time being be permitted by law, or any scheme for sharing profits with its employees or those of its associated companies, and (so far as for the time being permitted by law) to lend money to employees of the Company or of any associated company with a view to enabling them to acquire shares in the Company or any associated company.
- (iii) (a) To purchase and maintain insurance for or for the benefit of any persons who are or were at any time directors, officers or employees or auditors of the Company, or of any associated company, or who are or were at any time trustees of any pension fund in which any employees of the Company or of any associated company are interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution and/or discharge of their duties and/or in the exercise or purported exercise of their powers and/or otherwise in relation to the Company or associated company or pension fund; (b) to such extent as may be permitted by law otherwise to indemnify any such person against or from any such liability; and (c) (i) to provide a Director with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings or in connection with any application under those provisions of the Companies Act 1985 referred to in Section 337A(2) of that Act and (ii) to do anything to enable a Director to avoid incurring such expenditure.

(iv) In this paragraph 3.17:

(a) an "associated company" is any company (i) which is the Company's holding company or (ii) in which the Company or its holding company or any of the predecessors of the Company or of such holding company has any interest whether direct or indirect or (iii) which is in any way allied to or associated with the Company or its holding company or any of the predecessors of the Company or of such holding company, or (iv) which is a subsidiary undertaking of any other associated company; and


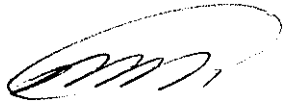
(b) "holding company" and "subsidiary undertaking" have the same meanings as in the Companies Act 1985 as amended by the Companies Act 1989.

- 3.18** To distribute among members of the Company in specie or otherwise, by way of dividend or bonus or by way of reduction of capital, all or any of the property or assets of the Company, or any proceeds of sale or other disposal of any property or assets of the Company, with and subject to any incident authorised, and consent required, by law.
- 3.19** To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subsidiary companies or otherwise, and either alone or in conjunction with others.
- 3.20** To do all such other things as may be considered to be incidental or conducive to any of the above objects.


And it is hereby declared that the objects of the Company as specified in each of the foregoing paragraphs of this Clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the Company and shall not be in any way limited by reference to any other paragraph or the order in which the same occur or the name of the Company.

- 4** The liability of the members is limited.
- 5** The share capital of the Company is ZAR1000 (1000 South African Rand) divided into 1000 shares of ZAR1 each.

We, the Subscribers to this Memorandum of Association wish to be formed into a Company pursuant to this Memorandum; and we agree to take the share shown opposite our names.

Names and Addresses of Subscribers	Number of Shares taken
Thabo Dloti and Bahleli Marshall Rapiya (jointly) Mutualpark, Jan Smuts Drive, Pinelands Cape Town South Africa 7405	One 
Bahleli Marshall Rapiya and Thabo Dloti (jointly) Mutualpark, Jan Smuts Drive, Pinelands Cape Town South Africa 7405	One 
Total Shares taken:	Two

Dated: 13 May 2005

Witness to the above Signatures: 

RENEE HEUSER
57 VICTORIA ROAD
BANTRY BAY
CAPE TOWN
SOUTH AFRICA
8005

Adoption of Table A

Company Name Education SPV limited

Company Number 5457445

Articles of Association have not been registered for the above named company in this case. Company Limited by shares – See Section 7 and 8 of the Companies Act 1985.

Signed B. A. N. Nouraby
(Officer of new Companies Section)

Date 19/05/05