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**EDUCATION SPV LIMITED****Extract from Minutes of the Annual General Meeting of Education SPV Limited**

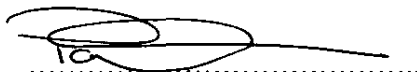
I, Paul Forsythe, being the duly appointed and currently serving Company Secretary of Education SPV Limited (the "Company"), hereby certify that the following is a true and correct extract from Minutes of the Annual General Meeting of the Company duly held on 17 June 2008:

The following resolutions were proposed as Elective Resolutions and, on a show of hands, passed unanimously:

**ELECTIVE RESOLUTIONS**

IT WAS RESOLVED that:

1. in terms of Section 252 of the Act, the recommendation of the Directors that they shall not be required to lay before the Company in general meeting copies of the Company's annual accounts, the directors' report and the auditors' report on those accounts in respect of this and subsequent financial years be approved;
2. in terms of Section 386 of the Act, the recommendation by the Directors for Members not to appoint its Auditors annually be approved; and
3. the recommendation of the Directors in terms of section 366A of the Act that the Company shall in future not be required to hold annual general meetings in respect of this and subsequent financial years be approved.

  
.....  
Secretary

SATURDAY



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13/12/2008

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COMPANIES HOUSE