

G

CHWP000

COMPANIES FORM No. 122

**Notice of consolidation, division,
sub-division, redemption or
cancellation of shares, or conversion,
re-conversion of stock into shares**

122

Please do not
write in
this margin

Pursuant to section 122 of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*To the Registrar of Companies
(Address overleaf)

For official use

Company number

--	--	--

5497433

Name of company

* insert full name
of company

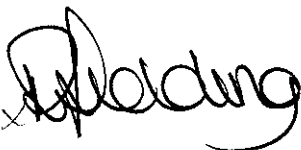
SMART EDUCATION LIMITED

gives notice that:

BY WRITTEN RESOLUTION DATED 6th OCTOBER 2005, THE COMPANY'S SHARE CAPITAL WAS SUB-DIVIDED INTO 1,000,000 SHARES OF £0.01 EACH, COMPRISING 999,998 ORDINARY SHARES OF £0.01 EACH AND 2 SPECIAL SHARES OF £0.01 EACH.

‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed



Designation ‡

SECRETARY

Date

10 OCT '05

Presentor's name address and
reference (if any) :STARR & PARTNERS LLP
8-9 QUEEN STREET
LONDON EC4N 1SPFor official Use (02/00)
General Section

Post room

