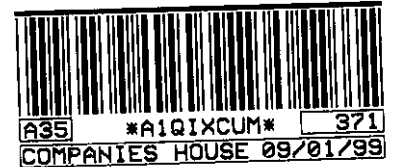


Company No. 3644723

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARE
WRITTEN RESOLUTION
OF



ASSESSMENT & QUALIFICATIONS ALLIANCE

The Associated Examining Board and The Northern Examinations and Assessment Board, being all the members of the Company for the time being entitled to receive notice of and to attend and vote at general meetings of the Company hereby resolve as follows and agree that the said resolutions shall for all purposes be as valid and effective as if passed as special resolutions at a general meeting of the Company duly convened and held:

Special Resolutions

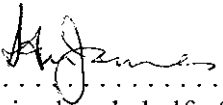
- 1 **THAT** the memorandum of association of the Company shall be amended by:
- (a) moving clauses 3(a) and 3(b) to become clauses 4(a) and 4(b) respectively and renumbering existing clauses 4(a) to 4(m) (inclusive) as clauses 4(c) to 4(o) (inclusive);
 - (b) deleting the words "or indirectly" in both clause 5(j) and in clauses 5(m), 5(v) and 5(w); and
 - (c) replacing clause 5(r) with the following new clause 5(r):

"undertake obligations of every description and grant indemnities in relation to contractual obligations entered into by it;"

- 2 **THAT** the articles of association of the Company shall be amended by deleting article 6.3 and renumbering existing article 6.4 as article 6.3.

Dated 5th January 1998

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Duly authorised on behalf of
The Associated Examining Board


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Duly authorised on behalf of
**The Northern Examinations and
Assessment Board**