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(COPY)

(1) ORDINARY **resolution**

Company Number

3800313

of ACTIVE ENGLISH

Limited

Passed the 18 day of APRIL ~~19~~ 2001

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at 30/34 NORTH STREET, HAILSHAM EAST SUSSEX BN27 1DW

on the 18 day of APRIL ~~19~~ 2001

the following (1) ~~SPECIAL~~ ORDINARY RESOLUTIONS ~~was~~ were duly passed:–

(2)

RESOLUTION TO INCREASE AUTHORISED SHARE CAPITAL

1. That the authorised share capital be increased to £500,000 by the creation of an additional 490,000 ordinary shares of £1-00 each ranking pari passu in all respects with the ordinary shares in the capital of the Company in issue on the date of passing of this resolution.

RESOLUTION TO ALLOT ADDITIONAL SHARES

2. That with effect from the time of the passing of this resolution the directors be unconditionally authorised, pursuant to section 80 of the Companies Act 1985, to allot relevant securities (as defined in that Act) up to a maximum amount of £490,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the company before the expiry of this authority.

CHAIRMAN.

NOTES:

...raordinary" as the case may be

...ust be signed by the Chairman of the Meeting or a Director or the Secretary of the Company, and ... the Registrar of Companies within 15 days after being passed and can be sent to Jordan & Sons Ltd. for that purpose.

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