

Company No: 2582284

THE COMPANIES ACTS 1985 TO 1989

WRITTEN RESOLUTIONS

- of -

Heath Farm Limited

(the "Company")

X (Passed on 13 ~~February~~ ^{January} 2006 at 3 ~~am~~/pm) R

We, the undersigned, being the only member of the Company who at the date of these resolutions would have been entitled to vote upon the resolutions set out below if they had been proposed at a general meeting of the Company, hereby agree, pursuant to regulation 53 of the Schedule to the Companies (Tables A to F) Regulations 1985 (which forms part of the Company's articles of association), that the following resolutions (which would otherwise be required to be passed as special resolutions) shall be passed by written resolution:-

1. That Stephen Page be appointed as a director of the Company with immediate effect.
2. That the Company's articles of association be amended by including the following as a new article 38:

"Telephone meetings

For the purpose of determining whether the quorum for the transaction of the business of the Directors exists:

- (a) in the case of a resolution agreed by Directors in direct telephonic or audio-visual communication with each other, all such Directors shall be counted in the quorum;
- (b) in the case of a meeting of Directors, in addition to the Directors present at the meeting, any director in telephonic or audio-visual communication with such meeting shall be counted in the quorum; and

a Director participating in this way shall be deemed to be present in person at the meeting and entitled to vote. Subject to the Act, all business transacted in this way by the Directors or a committee of Directors shall be for the purposes of the articles deemed to be validly and effectively transacted at a meeting of the Directors or of a committee of Directors. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is."



for and on behalf of
Acorn Care and Education Limited

