

COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

Pursuant to section 12(3) of the Companies Act 1985

Pls do not write
in this margin

To the Registrar of Companies

For official use

For official use

**Please complete
legibly, preferably in
black type, or bold
block lettering.**

* insert full name
of company.

Name of Company

* ASKHAM BRYAN COLLEGE ENTERPRISES LIMITED

1, JUDITH CRUIKSHANK SIGNING ON BEHALF OF ASHCROFT CAMERON NOMINEES LTD
of 5 COATES CRESCENT, EDINBURGH, EH3 7AL.

† Delete as appropriate

do solemnly and sincerely declare that I am a ~~(Sole Proprietor)~~ Director of the company in the statement delivered to the Registrar under section 10(2)† and that all the requirements of the above Act in respect of the registration of the above company and of matters precedent and incidental to it have been complied with, And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at 3 COATES CRESCENT
EDINBURGH
EH3 7AL

Declarant to sign: _____

Jucheth Creek

DIRECTOR

the EIGHTH day of MARCH
One thousand nine hundred and NINETY THREE

before me [Signature]
A Commissioner for Oaths

† Or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths.

Presenter's name, address and reference (if any):

ASHCROFT CAMERON
5 COATES CRESCENT
EDINBURGH
EH3 7AL

For official use

New companies section

Post room

COMPANIES HOUSE

10 MAR 1993

M 85



COMPANIES HOUSE
11 MAR 1993
85

10

**Statement of first directors and
secretary and intended situation
of registered office**

This form should be completed in black.

Company name (in full)

CN

2800265

For official use

ASKHAM BRYAN COLLEGE ENTERPRISES LIMITED

Registered office of the company on
incorporation.

RO

5 HOLYWELL HILL

Post town ST ALBANS

County/Region HERTS

Postcode AL1 1EU

If the memorandum is delivered by an
agent for the subscribers of the
memorandum mark 'X' in the box
opposite and give the agent's name
and address.

X

Name ASHCROFT CAMERON

RA

5 COATES CRESCENT

Post town EDINBURGH

County/Region Lothian

Postcode EH3 7AL

Number of continuation sheets attached

To whom should Companies House
direct any enquiries about the
information shown in this form?

ASHCROFT CAMERON

5 COATES CRESCENT

EDINBURGH

Postcode EH3 7AL

Telephone (031) 225 5757

Extension -

Company Secretary (See notes 1 - 3)

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Consent signature**Directors** (See notes 1 - 3)

Please list directors in alphabetical order.

Name *Style/Title
Forenames
Surname
*Honours etc
Previous forenames
Previous surname

Address

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth

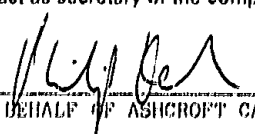
Business occupation


Other directorships

* Voluntary details

Page 2

Consent signature

CS	ASHCROFT CAMERON SECRETARIES LIMITED	
AD	5 COATES CRESCENT	
Post town	EDINBURGH	
County/Region	LOTHIAN	
Postcode	EH3 7AL	Country SCOTLAND
I consent to act as secretary of the company named on page 1		
Signed		
Date 8 MARCH 1993		
FOR AND ON BEHALF OF ASHCROFT CAMERON SECRETARIES LIMITED		

CD	ASHCROFT CAMERON NOMINEES LIMITED	
AD	5 COATES CRESCENT	
Post town	EDINBURGH	
County/Region	LOTHIAN	
Postcode	EH3 7AL	Country SCOTLAND
DO		Nationality NA
OC	LIMITED COMPANY	
OD	NONE	
I consent to act as director of the company named on page 1		
Signed		
Date 8 MARCH 1993		
FOR AND ON BEHALF OF ASHCROFT CAMERON NOMINEES LIMITED		

Directors (continued)

(Sections 1 - 5)

Name***Style/Title****Foronames****Surname*****Honours etc****Previous foronames****Previous surname****Address**

Usual residential address must be given.
In the case of a corporation, give the
registered or principal office address.

Date of birth**Business occupation****Other directorships***** Voluntary details****Consent signature****CD****AD****Post town****County/Region****Postcode****Country****DO****Nationality****NA****OC****OD****I consent to act as director of the company named on page 1****Signed****Date**

Delete if the form
is signed by the
subscriber.

*Judith Crulshank***Signature of agent on behalf of all subscribers** **Date** 8 MARCH 1993

Delete if the form
is signed by an
agent on behalf of
all the subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

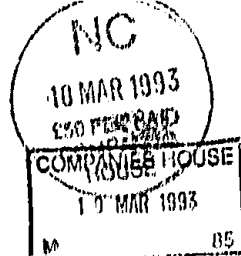
Signed**Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Page 3**

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

ASKHAM BRYAN COLLEGE ENTERPRISES LIMITED



1. The Company's name is Askham Bryan College Enterprises Limited.
2. The Company's Registered Office is to be situated in England.
3. The Company's objects are:
 - (a) To carry on business as a general commercial company and in this connection (and without prejudice to the foregoing generality) to carry on all or any of the following businesses:

(i) management, personnel, industrial and business consultants, researchers and advisers and to advise upon the means and methods for extending, developing and improving all types of businesses, industries and technologies and all systems or processes relating to the production, storage, distribution, marketing and sale of goods and to the rendering of services;

(ii) to research, develop, write, print and produce training and educational materials and to promote, market, sell and distribute training and educational products and services and provide training and educational consultancy in the UK and any part of the world, to arrange, provide for, market or join in arranging, providing for and marketing the holding of exhibitions, meetings, conferences, classes, lectures, seminars, correspondence courses, summer schools, evening classes, recreational and sports facilities and social events of all descriptions including the location and provision of suitable premises, arrangements for travel, refreshments, entertainment and accommodation, and to publish, print, write, distribute and market magazines, books, pamphlets, journals and papers;

(iii) to employ, engage, train and exploit the services of directors, executives, staff, personnel consultants, specialists and researchers of all kinds and to supply professional and trained staff to act as advisers and consultants in education, efficiency techniques, business, office and works management studies, public and personnel advertising, marketing, sales promotion, and product design in relation to all types of educational, commercial and manufacturing undertakings and technical, economic and financial matters affecting commerce and industry, and to provide services and generally to assist firms or companies in the directing and carrying on of the business of such firms or companies; to establish, maintain and operate a market research and advisory service and to collect, compile and circulate information, statistics and data of every description relating to matters of all kinds affecting any person, body or business engaged in commerce and industry; to arrange business and professional partnerships and to enter into, assist or participate in financial, commercial, mercantile, industrial and other transactions, undertakings and businesses of every description, and to establish, carry on, develop and extend the same to sell, dispose of or otherwise turn the same to account, and to co-ordinate the policy and administration of any corporate bodies or companies of which this company is a member or which are in any manner whatsoever controlled by, or connected with, this company.

126587

- (h) To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously or conveniently carried on in connection with or ancillary to any of the businesses of the Company or which may be expected to increase the value of or make more profitable all or any of its properties, assets, rights or interests.

In furtherance of the aforementioned objects but not further or otherwise the Company shall have the following powers:

- (c) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, copyright, know how, licences, secret processes, trade and service marks, designs, protections and concessions and to disclaim, alter, modify, renew, develop, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company, or to acquire any interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for subsidising or otherwise assisting any such person, firm or Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with any of the property and effects of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with or dispose of any investment made.
- (h) To lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts or indemnity and suretyships of all kinds, to receive money on deposit, loan or otherwise upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of an obligation by any company, firm or person including any parent, subsidiary or fellow subsidiary company in such manner as the Company may think fit.
- (i) To borrow and raise money in such manner as the Company shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding to it.
- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of lading, warrants, debentures, documents of title and other negotiable or transferable instruments.

- (k) To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.
- (l) To enter into any arrangements with any Government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges or concessions which the Company may think desirable.
- (m) To subscribe for, take, purchase, or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company or carrying on any businesses capable of being carried on so as to directly or indirectly benefit the Company or enhance the value of its property and co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.
- (n) To act as agent or brokers and as trustees for any person, firm or company, or to undertake and perform sub-contracts.
- (o) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (p) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or the securities of the Company.
- (q) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the company, its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors or employees of, or who are serving or have served any subsidiary of the Company or of the predecessors in the business of the company or any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments toward insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person and of their wives, widows, children and other relatives and dependants; and set up, establish support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (r) To promote any other company for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the company, or undertaking any business or operations which may appear likely to assist or benefit the company or to enhance the value of any property or business of the company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company aforesaid.
- (s) To sell or otherwise dispose of the whole or part of the business or property of the company, either together or in portions, for such consideration as the company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

- (l) To guarantee the payment of any monies or the performance of any contracts, liabilities, duties, obligations or engagements of any company, firm or person, and to become liable or responsible for money, and to undertake obligations of every kind and description, upon such terms as the company may consider desirable and without prejudice to the generality thereof and with or without the company receiving any consideration to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking present and future, and the uncalled capital of the company or otherwise) for the performance of the obligations of any company, firm or person and the payment of the principal of the dividends, interest and premiums on any stock, shares, debentures, debenture stock or other securities of any company.
- (u) To create and issue at par, or at a premium or discount, debentures or debenture stock, in either permanent, redeemable, or other repayable form, bonds, and any other obligations or securities of the company, and to grant standard or other securities in favour of lenders or trustees for lenders in order to secure any money borrowed or raised by the company, and to exchange or convert from time to time any such securities.
- (v) To enter into partnership, or into any agreement or joint purchase or joint venture arrangement, or any arrangement for sharing profits and losses, or union of interest, or co-operation with any person, company, corporation or association carrying on, or proposing to carry on any business or transaction which the company may legally carry on or enter into, or any business or transaction capable of being conducted so as directly or indirectly to benefit the company, and in connection therewith to grant and receive guarantees, and to acquire and hold shares, stock or securities of any such company; and to enter into any contract with any person, company, corporation or association to regulate the course of business for the purpose of establishing any tariff or prices, or otherwise and to contribute out of the company's funds to any association or fund calculated directly or indirectly to benefit the company or its interests and to amalgamate with any person or firm, or any company, whose objects are within the objects of the company; and for that purpose to purchase or sell for shares (preference, ordinary, deferred or otherwise) the undertaking of the company or such person, firm or other company, subject to the liabilities of the company or such person, firm, or other company, with or without winding up, or to purchase or sell for shares (preference, ordinary, deferred or otherwise) all the shares or stock of the company or any such other company as aforesaid, or to amalgamate by partnership, or any arrangement of the nature of partnership or in any other manner; and to take by subscription, purchase or otherwise, and hold shares (preference, ordinary or deferred) or stock in, or debentures or other securities of any company, society or undertaking having any object of a like nature with any of those of the company, or such as may be deemed likely to advance in any way the interests of the company.
- (w) To distribute among the Members of the Company in kind any property of the Company of whatever nature whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (x) To procure the company to be registered or recognised in any part of the world and to do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (y) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them, in any part of the world.

The objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto, and they shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or the object or objects therein specified or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have as full a power to exercise all or any of the said sub-clauses as if each sub-clause contained the objects of a separate company. The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

4. The liability of the Members is limited.
5. The Share Capital of the Company is £100 divided into 100 ordinary shares of £1 each, with power to divide the shares in the capital for the time being into several classes, and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company.

We, the Subscriber of this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum and we agree to take the number of shares shown opposite our name.

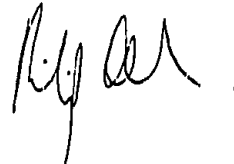
**NAME AND ADDRESS
OF SUBSCRIBER**

**NUMBER OF SHARES TAKEN
BY SUBSCRIBER**

Ashcroft Cameron Nominees Limited
5 Conter Crescent
EDINBURGH
EH3 7AL

ONE

For and on behalf of
Ashcroft Cameron Nominees Limited

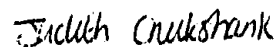


Dated this 8th day of February 1993

Witness to the above Signatures:

Judith Cruikshank
5 Conter Crescent
EDINBURGH
EH3 7AL

Company Secretarial Assistant



Companies Acts 1985 and 1989

COMPANY LIMITED BY SHARES

Articles of Association

OR

ASKHAM BRYAN COLLEGE ENTERPRISES
LIMITED

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Table A of the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.
2. Regulations 8, 64, 73 to 80 and 118 of Table A shall not apply to the Company and in Regulation 1 of Table A the following words shall be inserted after the word "regulations" in line 1 thereof - "and in any Articles adopted the same".

INTERPRETATION

3. In these Articles
 - (a) the words "written" and "writing" shall, unless the contrary intention appears, be construed as including references to printing and other modes of representing or reproducing words in a visible form and shall include any document sent by telex, facsimile, optical image transmission or other similar means of transmission.
 - (b) the words "member" and "members" shall, unless the contrary intention appears, be deemed to include both the plural and singular tenses thereof.
 - (c) "College" means the Askham Bryan College.

SHARE CAPITAL

4. The capital of the Company is £100 divided into 100 Ordinary Shares of £1.00 each.

ALLOTMENT OF SHARES

5. (e) In accordance with the provisions of Section 80 of the Act the Directors are unconditionally authorised to allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by section 80(2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors in their sole discretion may determine.

(b) The general authority conferred by paragraph (a) of this Article shall extend to the amount of the authorised share capital of the company upon its incorporation. The said authority will expire five years from the date of incorporation of the Company unless renewed, varied or revoked by the Company in general meeting in accordance with the said section 80.

(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

6. The pre-emption provisions of Sections 89(1) and 90(1) to 90(6) inclusive of the Act shall not apply to the Company.

LIEN ON SHARES

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or in the name of one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

8. The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of a share, whether or not it is a fully paid share. The Directors may also decline to register any transfer of shares on which the company has a lien. The first sentence of regulation 24 and all of regulation 25 of Table A shall not apply to the Company.

GENERAL MEETINGS AND RESOLUTIONS

9. In accordance with section 372(3) of the Act in every notice calling a General Meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of Regulation 59 of Table A shall not apply to the Company.
10. In regulation 41 of Table A there shall be added at the end: "If at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

SINGLE MEMBER

11. If and for so long as the Company shall have only one member pursuant to The Companies (Single Member Private Limited Companies) Regulations 1992 the following provisions shall apply:
- (a) One person entitled to vote upon the business to be transacted being the sole member of the company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and regulation 40 of Table A shall be modified accordingly. Regulation 41 of Table A shall not apply to the Company.

- (b) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the Chairman of any general meeting of the Company and regulation 42 of Table A shall be modified accordingly.
- (c) A proxy for the sole member of the Company may vote on a show of hands and regulation 54 of Table A shall be modified accordingly.
- (d) All other provisions of these Articles shall (in the absence of any express provision to the contrary) apply with such modifications as may be necessary in relation to a company which has only one member.

DIRECTORS

- 12. Unless and until the Company by ordinary resolution shall otherwise determine, there shall be no maximum number of Directors and the minimum number of Directors shall be one. If and so long as there is a sole Director he may exercise all the powers and authorities vested in the Directors by these Articles. The quorum necessary for the transaction of the business of the Directors when more than one Director holds office may be fixed by the Directors but unless so fixed shall be two present in person. In the event of the minimum number of Directors fixed by or pursuant to these Articles being one, the quorum shall be one. Regulation 89 of Table A be modified accordingly.
- 13. If and for so long as a majority of the issued ordinary share capital for the time being of the company is beneficially owned by the College the directors of the company, or any of them, may be nominated, appointed and removed with immediate effect by notice in writing served on the company at its registered office by the Governors of the College.
- 14. Without prejudice to the provisions of Article 13 hereof the following persons shall ex-officio be entitled to be appointed as Directors of the Company:
 - (i) The Principal, Vice Principal and Secretary for the time being of the College.
 - (ii) Two further Governors for the time being of the College who may be so nominated by a resolution of the Governors of the said Collegeand upon such persons ceasing to hold such office as aforesaid with the College they shall automatically be deemed to have resigned as a Director of the Company and their successor shall be entitled to be appointed as a Director of the Company in their stead.
- 15. Subject to the provision of Article 13 hereof the directors may appoint a person who is willing to act to be a Director either to fill a casual vacancy or as an additional Director.
- 16. Subject to the provisions of these Articles and to section 293 of the Act any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.
- 17. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend and speak at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the Company.

BORROWING POWERS

18. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

ALTERNATE DIRECTORS

19. (a) A Director, or any such other person as is mentioned in regulation 65 of Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.
- (b) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointer as such appointer may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

DISQUALIFICATION OF DIRECTORS

20. The office of a Director shall automatically be vacated if he becomes incapable by reason of illness, injury or operation of law of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

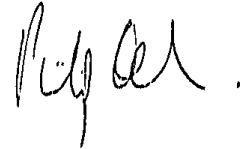
INDEMNITY

21. Subject to the provisions of section 310 of the Act every Director or other officer of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Sections 144(3) or (4) or Section 727 of the Act in which relief is granted to him by the Court, and no other Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company : execution of the duties of his office or in relation thereto. In this connection the Company may pursuant to Section 310(3) of the Act purchase and maintain indemnity insurance cover for its Directors and other officers. Such indemnity shall extend to former Directors and officers of the Company.

NAME AND ADDRESS OF SUBSCRIBER

Ashcroft Cameron Nominees Limited
5 Coates Crescent
EDINBURGH
EH3 7AL

For and on behalf of
Ashcroft Cameron Nominees Limited



Dated this 8th day of February 1993

Witness to the above Signatures:

Judith Cruikshank
5 Coates Crescent
EDINBURGH
EH3 7AL

Company Secretarial Assistant



FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2800265

I hereby certify that

ASKHAM BRYAN COLLEGE ENTERPRISES LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 16 MARCH 1993

[Signature]
J. ROSE

an authorised officer

HC007B