

School-Home Support

Company number: 3991440

WRITTEN ELECTIVE RESOLUTION

OF

SCHOOL-HOME SUPPORT SERVICE (UK)

Pursuant to Article 20 of the Articles of Association of the Company we, the undersigned being all the members of the Company who, at the date of this Resolution, would be entitled to attend and vote at General Meetings of the Company hereby pass the following Resolution as an Elective Resolution and agree that the said Resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:

Resolution

THAT:

- (a) pursuant to Section 252 of the Companies Act 1985 ("the Act") the company dispense with the requirement of laying accounts and reports before the company in general meeting; and
- (b) pursuant to Section 366A of the Act the company dispense with the requirement of holding annual general meetings; and
- (c) pursuant to Section 386 of the Act the company dispense with the requirement of appointing auditors annually.

Signature:

Janet M. Morgan
.....
JANET MORGAN

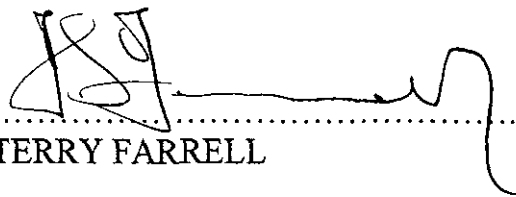
Date:

10/03/04
.....



Signature:

TERRY FARRELL

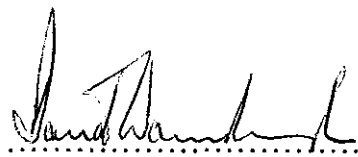
 10/3/04

Date:

10/3/04

Signature:

DAVID WANSBROUGH

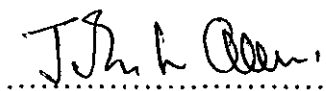


Date:

10/3/04

Signature:

JOHN ALLEN



Date:

10 March 2004

Signature:

CATHERINE MCGUINNESS



Date:

10th March 2004

Signature:

JULIA CARTER



Date:

10.3.04

Signature:

PETER STICKINGS

Date:

8 April 2004

I hereby certify that the written resolution set out above was passed by the Company on 8 April 2004

Signed: Mary Croom

Printed: MARY CROOM

Date: 8 April 2004

Solutor at Bates Wells and Braithwaite acting for the Company.