

FILE COPY



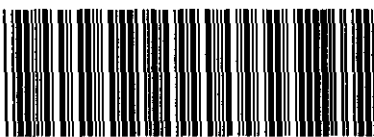
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 4195277

The Registrar of Companies for England and Wales hereby certifies that
THE CITY NURSERY LIMITED

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

Given at Companies House, Cardiff, the 5th April 2001



N04195277M



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

HC007B



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

THE CITY NURSERY LIMITED

I, **GEOFFREY ATKINSON** Signing on behalf of
White Rose Formations Limited
of Sovereign House, 7 Station Road, Kettering, Northants. NN15 7HH

† Please delete as appropriate.

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

Declared at

88 OSIDGE LANE, SOUTHGATE, LONDON N14

On Day Month Year
3 0 0 3 2 0 0 1

• Please print name.

before me •

LIB MINSKY

Signed

Lib Minsky

Date

30-3-01

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

White Rose Formations Ltd, Sovereign House,

7 Station Road, Kettering, Northants.

NN15 7HH

Tel 01536 414088

DX number

DX exchange



A20
COMPANIES HOUSE

0119
05/04/01

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

**First directors and secretary and intended situation of
registered office**

Notes on completion appear on final page

Company Name in full

THE CITY NURSERY LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

18 NORTHAMPTON SQUARE

Post town

LEICESTER

County / Region

Postcode

LE1 1PA

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

White Rose Formations Limited

Address

Sovereign House,

7 Station Road,

Post town

Kettering,

County / Region

Northamptonshire

Postcode

NN15 7HH

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

White Rose Formations Ltd, Sovereign House,

7 Station Road, Kettering, Northamptonshire

NN15 7HH

Tel 01536 414088

DX number

DX exchange



A20
COMPANIES HOUSE

0118
05/04/01

Form revised July 1998

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name

THE CITY NURSERY LIMITED

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

White Rose Formations Limited

Previous forename(s)

N/A

Previous surname(s)

N/A

Address

Sovereign House,

Usual residential address

For a corporation, give the registered or principal office address.

7 Station Road,

Post town

Kettering,

County / Region

Northamptonshire

Postcode

NN15 7HH

Country

England

I consent to act as secretary of the company named on page 1

Consent signature

For White Rose Formations Ltd

Date

29 MAR 2001

Directors (see notes 1-5)

Please list directors in alphabetical order

Secretary

NAME *Style / Title

*Honours etc

Forename(s)

DAYNE

Surname

PRENTICE

Previous forename(s)

-

Previous surname(s)

-

Address

4 HARCOURT ESTATE

Usual residential address

For a corporation, give the registered or principal office address.

KIBWORTH HARCOURT

Post town

LEICESTER

County / Region

Postcode

LE8 ONE

Country

ENGLAND

Day Month Year

Date of birth

05 07 1957

Nationality

BRITISH

Business occupation

DAY NURSERY MANAGER

Other directorships

NONE

I consent to act as director of the company named on page 1

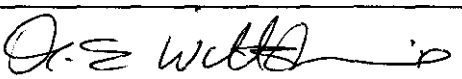
Consent signature

J. L. Prentice

Date

29 MAR 2001

Directors (continued) (see notes 1-5)

NAME	*Style / Title		*Honours etc	
* Voluntary details	Forename(s)	MARIA EVETTE		
	Surname	WILTSHIRE		
	Previous forename(s)	-		
	Previous surname(s)	-		
	Address	38 STUART STREET		
Usual residential address				
For a corporation, give the registered or principal office address.	Post town	LEICESTER		
	County / Region		Postcode	LE3 0DU
	Country	ENGLAND		
	Date of birth	Day	Month	Year
		19	12	1955
	Nationality	BRITISH		
	Business occupation	DAY NURSERY MANAGER		
	Other directorships	NONE		
I consent to act as director of the company named on page 1				
Consent signature			Date	29 MAR 2001

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

For and on behalf of
WHITE ROSE FORMATIONS LTD



Date

29 MAR 2001

Secretary

Or the subscribers

Signed

Date

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors.

002322

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Memorandum of Association

-of-

THE CITY NURSERY LIMITED



1. The name of the Company is "THE CITY NURSERY LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (i) The object of the Company is to carry on business as a general commercial company.
 - (ii) Without prejudice to the object and powers of the Company pursuant to Section 3A of the Act the Company has power to do all or any of the following things:-
 - (a) To carry on business as proprietors, managers and operators of nursery schools and kindergartens, primary schools, middle and upper schools, colleges and further education establishments of every description; to organise, provide facilities for and hold classes, lessons, conferences, meetings, courses of instruction, workshops seminars, demonstrations, lectures, forums, exhibitions, competitions, tours and displays and to provide all other facilities that might normally be provided by such establishments; to organise and operate correspondence schools, residential courses and tutorial classes in such subjects as the directors shall see fit, and to employ teachers, lecturers, examiners and any person with appropriate specialised knowledge; and to carry on any other trade or business which can in the opinion of the Board of Directors, be conveniently or advantageously carried on in connection with or ancillary to all or any of the above businesses or is calculated, directly or indirectly, to enhance the value of any of the company's business, property, rights or assets; and to carry on the aforesaid business either together as a single business or as separate and distinct businesses in any part of the world.

(b) To buy, sell, import, export, manufacture and deal in all kinds of goods, stores and equipment whether in connection with any of the above activities or otherwise and to act as agents for all purposes.

(c) To carry on any other business which may seem to the Board of Directors capable of being carried on conveniently in connection with or as ancillary to any business which the Company is authorised to carry on, or calculated directly or indirectly to benefit the Company, or to enhance the value or render profitable any of the Company's properties or rights.

(d) To apply for, purchase or otherwise acquire any patents, licences, concessions, privileges and like rights, conferring a non-exclusive or exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences in respect of, or otherwise turn to account the rights and information so acquired.

(e) To purchase, take on lease or in exchange, or hire or otherwise acquire any lands, houses, buildings, rights, machinery, plant, and any real or personal property or properties and chattels which the Board of Directors may think to be convenient or suitable for any purposes of the Company's business, and to purchase or otherwise acquire all or any of the business, property and liabilities of any person or company carrying on any business similar to that which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company, and pay for any assets acquired by the Company in cash or shares, stock, debentures, debenture stock or obligations of the Company, whether fully paid or otherwise, or in any other manner.

(f) To sell, improve, manage, develop, lease, mortgage, let, charge, dispose of, turn to account, or otherwise deal with all or any part of the undertaking or property or rights of the Company, and to sell the undertaking of the Company, or any part thereof for such consideration as the Company may think fit, and in particular for cash, shares, debentures or debenture stock or other obligations, whether fully paid or otherwise, of any other company.

(g) To form, promote, subsidise and assist companies, syndicates and partnerships of all kinds which may be of assistance to the Company for any of the purposes of its business or which may have objects similar, wholly or in part to the objects of the Company, whether directly or indirectly, and to subscribe for, and take any shares, stock, debentures, debenture stock or other obligations of any other companies, syndicates and partnerships.

- (h) To enter into partnership or into any arrangement for sharing profits, union of interests, reciprocal concessions, co-operation, or otherwise, with any person or company carrying on a business similar to or which may be conveniently carried on with any business of the Company.
- (i) To borrow and raise money without restriction and to secure the same in such manner as may be expedient, and in particular by the issue of debenture or debenture stock, mortgages and charges, perpetual or otherwise, charged upon all or any of the Company's undertaking or property, both real and personal, present and future, including its uncalled capital; and for the purposes of or in connection with the borrowing or raising of money by the Company, to become a member of any Building Society.
- (j) To make, draw, accept, endorse, negotiate, discount and execute bills of exchange, promissory notes or other negotiable instruments.
- (k) To advance and lend money, with or without security, to such persons and upon such terms and subject to such conditions as may seem expedient.
- (l) To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company and to remunerate any person or company for services rendered in placing or assisting to place any of the shares in the capital of the Company or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.
- (m) To amalgamate with any other company with objects all or any of which are similar to the objects of the Company in any matter whatsoever (whether or without a winding up of the Company).
- (n) To distribute among the Members in specie any property of the Company or any proceeds of sale, disposal, or realisation of any property of the Company, 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.
- (o) To receive money on deposit or loan and to give credit to or guarantee, or become security for the performance of any contract by any person, company or association and to grant instalment, hire-purchase and leasing facilities upon such terms as may seem desirable in the interests of the Company.
- (p) To support or subscribe to any charitable object or any institution and to give pensions, bonuses, gratuities or assistance to any person who is serving or has served the Company, whether as a Director, employee or otherwise, and his family and dependants, to make payments towards

insurance, and to establish, form and contribute to provident, superannuation and other similar funds and trusts, associations, clubs, schools and other institutions for the benefit of any such persons aforesaid.

(q) 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 of undertaking any business or operations which seem likely to assist or benefit the Company and to underwrite, subscribe for or otherwise acquire all or part of the shares of any such company as aforesaid.

(r) To invest and deal with any of the moneys of the Company not immediately required for its operations in such manner, with or without security, as the Directors may determine.

(s) To procure the Company to be registered or recognised in any country or place abroad.

(t) To erect, construct, alter and maintain any plant, machinery, buildings or other structures which may be convenient for the business of the Company.

(u) To remunerate the Directors and employees of the Company and any other persons, companies or firms rendering services to the Company in such manner as may be thought expedient.

(v) To enter into any arrangement with any Government or other authority and to obtain from any such body all rights, concessions and privileges which may seem conducive to any of the Company's business.

(w) To carry out all or any of the objects of the Company in any part of the world either alone as principals or as agents, trustees, contractors, sub-contractors or in partnership or conjunction with any other person, firm, association, company or other body, or through agents or trustees, or by means of any subsidiary or auxiliary company or otherwise.

(x) To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the word 'Company' in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether incorporated or not, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed. It is also expressly declared that each Sub-clause shall be construed independently of the other Sub-clauses hereof, and that none of the objects mentioned in any Sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-clause.

4. The liability of the Members is limited.

5. The Share Capital of the Company is £100 divided into 100 Shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we, respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares (in words) taken by each Subscriber
--	--

G. T. Smith

For and on behalf of
WRF International Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HH

One

G. T. Smith

For and on behalf of
White Rose Formations Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HH

One

DATED this 29th day of March 2001

WITNESS to the above Signatures:

B. D. Cartwright

Beverley Dawn Cartwright
Sovereign House
7 Station Road
Kettering, Northants

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

Articles of Association

-of-

THE CITY NURSERY LIMITED

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendments) Regulations 1985 (SI 1985 No 10502) (such table being here after called "Table A") shall apply to the Company save for Regulations 24, 61, 64 and 94 which shall not so apply and save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.

SHARES

2. The Company is a private company limited by shares and, accordingly,

(a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and

(b) any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public are prohibited.

3. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 2 and 4 hereof and provided that no shares shall be issued at a discount.

4. Subject to any direction which may be given by a General Meeting all shares forming part of the original capital of the Company and for the time being unissued and all new shares shall, before issue be offered to members of the Company in proportion, as nearly as possible, to the number of shares held by them. The offer shall be made by notice specifying the number of shares offered and limiting the time within

which the offer, if not accepted, will be deemed to be declined, and after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made, that he declines the shares comprised in such offer, the Directors may dispose of those shares (subject to the other regulations of the Company) in such manner as they think proper. The Directors may likewise dispose of any such original or new shares as aforesaid which by reason of any difficulty in apportioning the same cannot be conveniently offered in accordance with the foregoing provisions. The provisions of sections 89 and 90 of the Companies Act 1985 shall have effect only insofar as they are not inconsistent with this Article.

LIEN

5. The lien conferred by clause 8 of Table A shall attach to all shares, whether fully paid or not, and to all shares registered in the name of any person indebted within the meaning of that Clause whether he be the sole holder or one of two or more joint holders thereof.

TRANSFERS OF SHARES

6. Save in the circumstances set out in the next succeeding Article the directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share.

7. Subject as hereinafter provided

(a) any share may be transferred to a person who is already a member of the Company.

(b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred by his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member of his personal representatives may be transferred to the trustees of his will; and

(c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

SINGLE-MEMBER COMPANY

8. If, and for so long as, the company has only one member, 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 modification as may be necessary in relation to a company which has only one member.

BORROWING POWERS

9. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge 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 of any third party.

DIRECTORS

10. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be obliged to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age.

11. A Director may vote in respect of any contract or arrangement in which he is interested, and Clause 94 of Table A shall not apply to the Company.

12. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act

alone in exercising all the powers and authorities vested in the directors.
A director shall not require any share.

FIRST DIRECTORS AND SECRETARY

13. The first Secretary shall be White Rose Formations Ltd.
The first Director(s) shall be Jayne Prentice and Maria Evette Wiltshire.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



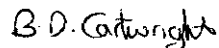
For and on behalf of
WRF International Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HH



For and on behalf of
White Rose Formations Ltd.
Sovereign House
7, Station Road
Kettering, Northants NN15 7HH

DATED this 29th day of March 2001

WITNESS to the above Signatures:-



Beverley Dawn Cartwright
Sovereign House
7 Station Road
Kettering, Northants

Secretary