

Company Number: 5529099

The Companies Act 1985 (As Amended)

Company Limited By Shares

Written Resolution

Of

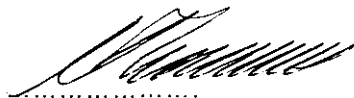
Tom Boo Day Nurseries Limited

We, the undersigned, being all the members of the Company entitled to attend and vote at an extraordinary general meeting of the Company resolve that by written resolution in accordance with s381A of the Companies Act 1985 (the "Act"), the following resolution was passed by the Company:

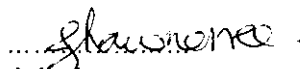
Resolution

The Articles of Association in the form produced to the meeting and initialled by the chairman for the purpose of identification be adopted in substitution for the existing Articles of Association of the Company.

Dated: 27 January 2006



Tom Boo Limited



Julie Lawrence



A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF
TOM BOO DAY NURSERIES LIMITED

1 Table A

The regulations in Table A prescribed under section 8 of the Companies Act 1985, as amended ("the Act") and in force at the date of adoption of these Articles (in these Articles referred to as *Table A*), shall, except to the extent they are excluded or modified by these Articles, apply to the Company.

2 Interpretation

In these Articles, where the context so admits:

2.1 Articles means these articles of association incorporating Table A (as applicable to the Company), as altered from time to time by special resolution;

2.2 references to writing mean the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether comprised in an electronic communication (as defined in the Act) or otherwise; written shall be construed accordingly;

3 Share Capital

The share capital of the Company is £100,000 divided into 100,000 shares of £1.00 each.

4 Allotment of Shares

4.1 The pre-emption provisions in section 89(1) of the Act and the provisions of subsections 90(1) to 90(6) inclusive of the Act shall not apply to the allotment of the Company's equity securities.

4.2 Unless otherwise agreed by all the members of the Company:

4.2.1 Any shares for the time being unissued shall, before they are issued, be offered to the members holding ordinary shares in proportion as nearly as the circumstances admit to their existing holdings of ordinary shares in the Company.

4.2.2 This offer shall be made by a notice in writing which shall specify:

- (i) the number of shares offered;
- (ii) the subscription price; and
- (iii) a period of not less than thirty (30) days within which the offer, if not accepted, will be deemed to be declined.

4.2.3 After the expiry of such period, any shares declined (or deemed to be declined) shall be offered to the members who have, within such period, accepted all the shares offered to them. This further offer shall be made as between such members in proportion to their existing holdings of ordinary shares in the Company and shall be made in the same manner, and limited by the same period, as the original offer.

4.2.4 Any shares not accepted pursuant to such offer or further offer shall be under the control of the directors who, subject to the provisions of the Act, may allot, grant options over or otherwise dispose of the same to such persons, on such terms and in such manner as they think fit (provided that such shares shall not be disposed of on terms which are more favourable to the eventual subscribers than the terms on which they were offered to the original members).

5 Lien

The lien conferred by regulation 8 of Table A shall attach to all shares of any class, whether fully paid or not, and to all shares registered in the name of any person indebted or under any liability to the Company, whether he be the sole registered holder thereof or one of two or more joint holders. Regulation 8 of Table A shall be modified accordingly.

6 Transfer of Shares

No sale, transfer, pledge, charge or other disposition of any shares or any interest in any shares shall be effected without the consent of all members for the time being.

7 Proceedings at General Meetings

7.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum at a general meeting shall consist of the holders of more than fifty of the issued shares present in person or by proxy or, in the case of a corporation, by a duly authorised representative.

7.2 If a quorum is not present within one (1) hour from the time appointed for a general meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place and if a quorum is then not present, it shall stand adjourned likewise to the following week; if a quorum is again not

present, then at such re-adjourned meeting the member or members present shall form a quorum and business transacted with only one (1) member present in accordance with this Article 7 shall be deemed for all purposes to constitute business transacted at a meeting and a resolution shall be valid if passed by a majority vote irrespective of which member or members vote in favour of its being passed (provided that this shall only be the case for the purpose of the transaction of the business specified in the agenda contained in the notice of the meeting).

8 Votes of Members

8.1 Subject to any rights or restrictions attached to any shares, each member who (being an individual) is present in person or by proxy or (being a corporation) is present by duly authorised representative shall have one vote for every share of which he or it is the holder.

8.2 The chairman shall have a casting vote in the event of equality.

8.3 The appointment of a proxy, whether by means of an instrument or contained in an electronic communication, shall be in any usual form or in any other form which the directors may approve. If an electronic communication which contains a proxy appointment does not comprise writing, the appointment need not be executed but shall instead be subject to such conditions as the directors may approve. Subject thereto, the appointment of a proxy shall be executed by the appointor or his attorney or, if the appointor is a corporation, executed by a duly authorised officer, attorney or other authorised person or under its common seal. Regulation 62 of Table A is amended: (i) in paragraph (a) and paragraph (aa), by the deletion of the words "not less than 48 hours"; and (ii) in paragraph (b), by the deletion of the words "not less than 24 hours".

9 Number of Directors

The directors shall be not less than one in number.

10 Appointment and Removal of Directors

10.1 The directors shall not be subject to retirement by rotation.

10.2 Any member holding, or any members together holding shares carrying more than 50% of the votes which may for the time being be cast at a general meeting of the company may at anytime and from time to time:

10.2.1 appoint any person to be a director whether to fill a vacancy or as an additional director;
or

10.2.2 remove from office any director howsoever appointed but so that if he holds an appointment to an executive office which thereby automatically determines such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company

11 Alternate Directors

11.1 A director (other than an alternate director) may appoint any person willing to act, whether or not he is a director of the Company, to be an alternate director and may remove from office an alternate director so appointed by him. Any appointment or removal of an alternate director shall be by notice to the Company executed by the director making or revoking the appointment. The notice may:

- (a) be sent by post in a prepaid envelope addressed to the office or left at the office; or
- (b) if contained in a written electronic communication, sent to such address (if any) as may for the time being be notified by or on behalf of the Company for that purpose.

The appointment or removal shall take effect when the notice is deemed delivered in accordance with Article 16.2 or on such later date (if any) specified in the notice.

11.2 A director or any other person may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or 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.

11.3 At the end of regulation 67 of Table A, there shall be added the following sentence: "The appointment of an alternate director shall also terminate automatically on the happening of any event which if he were a director would cause him to vacate his office as director."

11.4 Regulation 66 of Table A shall be amended by the deletion of the last sentence which shall be replaced by: "An alternate director who is absent from the United Kingdom shall be entitled to receive notice of all meetings of the directors and of all meetings of committees of directors of which his appointor is a member."

12 Interests of Directors

12.1 Without prejudice to his obligations of disclosure under the Act and these Articles, a director may vote at any meeting of the directors or a committee of the directors on any resolution concerning a transaction or arrangement with the Company or in which the Company is interested, or concerning any other matter in which the Company is interested, notwithstanding that he is interested in that transaction,

arrangement or matter or has in relation to it a duty which conflicts or may conflict with the interests of the Company.

12.2 A director appointed under Article 10 (or his alternate) may provide to the member which appointed him any information which he receives by virtue of his being a director.

13 Proceedings of Directors

13.1 The quorum for the transaction of business of directors shall be two. If a quorum is not present at a board meeting the meeting shall stand adjourned to the same day in the next week at the same time and place, if a quorum is again not present then at such re-adjourned meeting the director present shall form a quorum and the business transacted with only one director present shall be deemed to for all purposes to constitute business transacted at a meeting.

13.2 Subject to the provisions of these Articles, the directors may regulate their proceedings as they think fit. Any director may, and the secretary shall at the request of a director, at any time call a meeting of the directors. At least seven (7) days' notice of every meeting of the directors shall be given (unless the written approval of is obtained) and no business except that in respect of which the notice has been given shall be transacted at that meeting unless all the directors otherwise agree.

13.3 Notice of a meeting of the directors shall be deemed to be properly sent to a director if it is sent to him personally or by word of mouth, or sent by instrument to him at his last known address or such other address (if any) as may for the time being be notified by him or on his behalf to the Company for that purpose, or sent using electronic communications to such address (if any) as may for the time being be notified by him or on his behalf to the Company for that purpose.

13.4 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

13.5 A person entitled to be present at a meeting of the directors or of a committee of the directors shall be deemed to be present for all purposes if he is able (directly or by telephonic communication) to speak to and be heard by all those present or deemed to be present simultaneously. A director so deemed to be present shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where it is convened to be held or (if no director is present in that place) where the largest group of those participating is assembled, or if there is no such group, where the chairman of the meeting is. The word "meeting" in these Articles shall be construed accordingly.

14 The Seal and Deeds

The seal shall only be used by the authority of a resolution of the directors. The directors may determine who shall sign any instrument executed under the seal. If they do not, it shall be signed by at least one director and the secretary or by at least two directors. Any document may be executed under the seal by impressing the seal by mechanical means or by printing the seal or a facsimile of it on the document or by applying the seal or a facsimile of it by any other means to the document. A document signed, with the authority of a resolution of the directors, by a director and the secretary or by two directors and expressed (in whatever form of words) to be executed by the Company has the same effect as if executed under the seal. For the purpose of the preceding sentence only, "secretary" shall have the same meaning as in the Act and not the meaning given to it by regulation 1 of Table A.

15 Gratuities, Pensions and Insurance

15.1 Without prejudice to the provisions of regulation 118 of Table A, the directors shall have the power to purchase and maintain insurance for or for the benefit of any person who is or was a director, other officer, or employee of the Company, or of any other company which is its holding company or in which the Company or such holding company has any interest whether direct or indirect or which is in any way allied to or associated with the Company, or of any subsidiary of the Company or any such other company, or trustee of any pension fund in which employees of the Company or any such other company or subsidiary are interested, including (without limitation) insurance against any liability incurred by such person in respect of any act or omission in the actual or purported execution or discharge of his duties or in the exercise or purported exercise of his powers or otherwise in relation to his duties, powers or offices in relation to the Company or any such other company, subsidiary or pension fund.

15.2 Without prejudice to the generality of regulation 85 of Table A, no director or former director shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

15.3 Pursuant to section 719 of the Act, the directors are hereby authorised to make such provision as may seem appropriate for the benefit of any persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer of the whole or part of the undertaking of the Company or any subsidiary. Any such provision shall be made by a resolution of the directors in accordance with the said section.

16 Notices

16.1 Any notice to be sent to or by any person pursuant to these Articles (other than a notice calling a meeting of the board) shall be in writing or sent using electronic communication to such address (if any) as

may for the time being be notified for that purpose to the person giving the notice by or on behalf of the person to whom the notice is sent. A notice may be partly in one form and partly in another.

16.2 Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. A notice or other document sent by post shall be deemed sent:

(a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the envelope containing it was posted;

(b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, or from an address in another country to an address outside that country (including without limitation an address in the United Kingdom), on the third day following that on which the envelope containing it was posted;

(c) in any other case, on the second day following that on which the envelope containing it was posted.

16.3 A notice or other document contained in an electronic communication shall be deemed sent on the day following that on which the electronic communication was sent.

Name and Address of Subscriber
Instant Companies Limited 1 Mitchell Lane Bristol BS1 6BU

Dated 5 August 2005