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THE PARK SCHOOL (BOURNEMOUTH) LIMITED

Ammendment to the Memorandum and Articles of Association

Memorandum of Association

The Company's share capital is £1,000 divided as follows:

- 500 A Ordinary shares of £1 each
- 500 B Ordinary shares of £1 each.

Both classes of share have equal voting rights. The 'B' Ordinary shares have first call over the assets in the event of a distribution on the liquidation of the company.

This was ammended by an Ordinary Resolution passed by the company on 18 September 1992.

18/9/92

JUN 1993