

Company number 06456441

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

BUSINESS LINK WEST MIDLANDS LIMITED (the Company)

28th March 2008

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a written special resolution (the "**Special Resolution**")

SPECIAL RESOLUTION

"THAT the existing Articles of Association shall no longer apply to the Company, and that in place thereof, the Articles of Association already prepared, a copy of which is attached to this Special Resolution and has been initialled for the purpose of identification by the Chairman, be adopted as the new Articles of Association of the Company "

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Special Resolution

The undersigned, a person entitled to vote on the Special Resolution on 28 March 2008, hereby irrevocably agrees to the Special Resolution



Anthony Simon Lucas

Date 28 March 2008



Peter Edward Pawsey

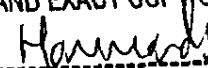
Date 28 March 2008

SATURDAY



A02 12/04/2008 453
COMPANIES HOUSE

WE HEREBY CERTIFY THAT THIS IS A TRUE
AND EXACT COPY OF THE ORIGINAL

 11 April 2008

Hammonds
RUTLAND HOUSE
148 EDMUND STREET
BIRMINGHAM
B3 2JR

S L Holmes .

Lorraine Sylvia Holmes

Date 28 March 2008

RA Barnes

Richard Anthony Barnes

Date 28 March 2008

NOTES

- 1 If you agree with the Special Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods
 - (a) **By hand** delivering the signed copy to the Company Secretary c/o Simon Major at Hammonds, Rutland House, 148 Edmund Street, Birmingham B3 2JR
 - (b) **Post** returning the signed copy by post to the Company Secretary c/o Simon Major at Hammonds, Rutland House, 148 Edmund Street, Birmingham B3 2JR
 - (c) **Fax** faxing the signed copy to 0870 458 2438 marked "For the attention of Simon Major"
 - (d) **E-mail** by attaching a scanned copy of the signed document to an e-mail and sending it to simon.major@hammonds.com Please enter "Written resolutions dated 28 March 2008" in the e-mail subject box

If you do not agree to the Special Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Special Resolution, you may not revoke your agreement
- 3 Unless, by 25 April 2008, sufficient agreement has been received for the Special Resolution to pass, it will lapse If you agree to the Special Resolution, please ensure that your agreement reaches us before or during this date
- 4 In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members
- 5 If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document

2

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

BUSINESS LINK WEST MIDLANDS LIMITED

Company number 06456441

Adopted 28 March 2008

Hammonds

Rutland House 148 Edmund Street Birmingham B3 2JR DX 708610 Birmingham 17
Telephone +44 (0)870 839 0000 Fax +44 (0)870 839 3001 Website www.hammonds.com

Offices and Associated Offices Aosta* Berlin Birmingham Brussels Hong Kong Leeds London Madrid Manchester
Milan* Munich Paris Rome* Tunn*

*Offices of Hammonds Rosotto, an independent firm

A list of the names of the partners and their professional qualifications is open to inspection at our offices. The partners are either solicitors or registered foreign lawyers. This firm is regulated by the Solicitors Regulation Authority

"Director" means a director of the Company and **"Directors"** shall be construed accordingly

"Group Company" means in relation to any Member any company which is the holding company for the time being of that Member or a subsidiary for the time being of any such holding company or that Member

"Initial Members" means Anthony Simon Lucas, Peter Pawsey (together the subscribers to the Memorandum), Lorraine Holmes and Richard Anthony Barnes

"LSC" means the Learning and Skills Council

"Member" means a member of the Company from time to time and **"Members"** shall be construed accordingly

"Statutes" means every Act or statutory provision from time to time in force concerning companies in so far as the same applies in the Company, and every reference in Table A to "the Act" shall be construed as if the reference were to Statutes

3 MEMBERS

3 1 The Initial Members and such other persons as are admitted to membership in accordance with the articles shall be members of the company No person shall be admitted as a Member unless he is approved by the Board

3 2 Every person who wishes to become a Member shall deliver to the Company an application for membership in such form, as the Board requires The Board shall in its absolute discretion determine the applicant's eligibility for membership and whether he shall be admitted

3 3 Membership shall not be transferable and shall cease on death

3 4 The Board may, if it thinks fit, terminate the membership of a Member by giving 14 days written notice if a Member or a director or officer of a Member which is a corporation fails to observe or contravenes any of the provisions of these Articles for the time being in force The Board shall not serve a notice terminating the membership of a Member under Article 3 3 above if the breach in question is capable of remedy unless it shall have first served a notice on the Member specifying the breach and giving the Member 30 days to remedy the breach and the Member has failed to do so

4 NOTICE OF GENERAL MEETING

4 1 In the first sentence of Regulation 37 the words "or this Regulation" shall be added after the words "pursuant to the provisions of this Act" and the words "eight weeks" shall be replaced with the words "25 business days"

4 2 In regulation 38 of Table A

(a) the words "of the total voting rights at the meeting of all the members" shall be substituted for "in nominal value of the shares giving that right" and

(b) the words "The notice shall be given to all the members and to the directors and auditors" shall be substituted for the last sentence

others, the Members shall be deemed to have died in order of seniority, and accordingly the younger shall be deemed to have survived the elder

7 APPOINTED DIRECTORS

- 7 1 Subject to the provisions of Article 7 3, by notice in writing to the Company and the other Members, each Member shall be entitled, for so long as he remains a Member, if he is an individual to appoint himself, or, if he is not an individual, to appoint an Authorised Representative of or in relation to that Member as an Appointed Director of the Company and by like notice to resign as an Appointed Director or, as the case may be, remove any Authorised Representative appointed by him and to appoint another Authorised Representative of that Member in his place
- 7 2 If at any time a Member who has appointed himself or any Authorised Representative as a Director pursuant to this Article 7 ceases to be a Member or that Authorised Representative ceases to be an Authorised Representative of or in relation to that Member for any reason, he or, as the case may be, that Authorised Representative shall automatically cease to be a Director on such cessation
- 7 3 If any Member removes a Director appointed by him or any Director appointed by any Member automatically ceases to hold office under Article 7 2 that Member shall be responsible for and shall indemnify the other Members and the Company against any claim by such Director for unfair or wrongful dismissal or otherwise howsoever arising out of such removal or cessation
- 7 4 Any notice given pursuant to this Article 7 shall be effective when left at or delivered to the registered office of the Company for the time being

8 ALTERNATE DIRECTORS

No Director shall have power to nominate any person to act as an alternate Director in his place for any reason

9 BORROWING POWERS

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, assets property and uncalled capital, or any part thereof, and (subject to the provisions of the Statutes, these Articles and the Company's Memorandum for the time being in force) 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 other third party

10 PROCEEDINGS OF DIRECTORS

- 10 1 In the case of an equality of votes, the chairman of any meeting of the Board shall have a second or casting vote
- 10 2 Subject as hereinafter stated, not less than 5 business days' notice of any meeting of the Board shall be served on all Directors not absent from the British Isles in writing at any address in the British Isles or, in the case of any notice given by fax or email, any facsimile number or email address given by him to the Company for that purpose or, if no such address has been given, his last known address in the British Isles provided that in cases of urgency a meeting of the Board may be convened on such period of notice to

participate in or contribute to any non-contributory or contributory pensions or superannuation fund or life assurance scheme for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, benefits, or emoluments to any person (including Directors of the Company) who are or shall have been at any time an officer of or in the employment or service of the Company or its holding company, or of any company which is a subsidiary of or associated with the Company or any predecessors in business of the Company or associated company or subsidiary of such company or the wife, widow, families or dependants (including such persons as the Directors shall deem to be dependants) of such persons

- 11 2 The Directors may also procure the establishment and subsidy of or subscription and support to any institutions, associations, clubs, funds or trust calculated to be for the benefit of any such persons as aforesaid or otherwise to advance the interest and well being of the Company or any such other company as aforesaid, or its members, and payment for or towards the insurance of any such person as aforesaid and subscriptions or guarantees of monies for charitable or benevolent objects or for any exhibition or for any public, general or useful object
- 11 3 The Directors may procure any of the matters aforesaid to be done by the Company either alone or in conjunction with any such other company as aforesaid.
- 11 4 Any Appointed Director who has made any disclosure in accordance with Regulations 85 or 86 in relation to any such transaction, position or arrangement as is referred to in such Regulations may vote in respect of any such transaction, position or arrangement and be counted in the quorum present at any meeting at which any such transaction, position or arrangement is proposed or considered, and if he shall so vote his vote shall be counted

12 DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 12 1 No person who has not attained the age of 18 years may be appointed or elected as or may continue to be a Director, and no Director shall be required to vacate his office on his attaining or having attained any specific age
- 12 2 Paragraph (d) of Regulation 81 of Table A shall be amended to read

"he resigns his office by not less than 7 days' written notice to the Company or such shorter period of notice as the Board may approve, or"
- 12 3 Paragraph (e) of Regulation 81 of Table A shall be amended to read

"he shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period or shall have been absent without such permission for more than 50% of the meetings of the Directors held during any period of 12 consecutive months and the Directors, in either case, resolve that his office be vacated"

13 EXECUTIVE DIRECTORS

- 13 1 Subject to the provisions of the Statutes, the Directors may from time to time appoint one or more of their body to hold any executive office in the Company, including, inter alia, the office or offices of Chief Executive, for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may

- 15 1 The Company shall not be required to have a seal or any official seal for use abroad pursuant to section 39 of the Act, but if it has a seal or any official seal the Directors shall provide for the safe custody thereof and such Seals shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and (unless otherwise determined by the Board from time to time) every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose Regulation 101 shall not apply

16 NOTICES

- 16 1 In Regulation 111 the words "(other than a notice calling a meeting of the directors)" shall be deleted
- 16 2 In Regulation 112, the words "first class" shall be inserted before the words "post in a prepaid envelope"
- 16 3 The last sentence of Regulation 115 shall be replaced with the following

"A notice shall be deemed to be given at 12 noon on the next business day after the letter containing it is posted or, in the case of a notice contained in an electronic communication, on completion of the transmission"