



The undersigned:

Mark Peter Bongard, Esq., a civil-law notary in Amsterdam, declares that the attached document is a fair English translation of the deed of incorporation of Educational Support Stichting Funds, having its registered office at Amsterdam, the Netherlands, executed on March 30, 1998.

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will by law govern.

Amsterdam, April 8, 1997



FORMATION OF A FOUNDATION

On this day, the thirtieth day of March nineteen hundred and ninety-eight, there appeared before me, Mark Peter Bongard, notary in Amsterdam:

Lucie Cathrien Adolf Meewis, Esq., a candidate civil law notary, unmarried, born at Maasbracht on the thirty-first day of July nineteen hundred and seventy two, residing at 1051 HP Amsterdam, Eerste Keucheniusstraat 47-I, passport number N38690796, valid until the ninth day of July two thousand two, here acting upon a written power of attorney granted by:

mister Masami Uchida, chairman Japanese Chamber of Commerce, born at Shimane, Japan, on the second day of July, nineteen hundred and forty-six, residing at 1082 JR Amsterdam, Teilingen 47-49, married, passport number MN8443692, with the Japanese nationality, hereinafter referred to as the "Incorporator".

The deponent declared that the Incorporator hereby forms a foundation ('stichting'), which shall be governed by the following:

ARTICLES

NAME AND SEAT

Article 1

1. The foundation shall bear the name: Educational Support Stichting Funda.
2. The stichting has its statutory seat at Amsterdam.

OBJECT

Article 2

1. The object of the foundation is to promote, organise, sponsor and support Japanese day- and weekend schools (hereinafter referred to as "Japanese Schools") which educate individuals in correspondence with the education system and rules valid in Japan; and moreover anything which may directly or indirectly relate or may be conducive to the afore mentioned, all of which in the broadest sense of terms.
2. The foundation does not intend to make any profit.

MEANS

Article 3

The means of the foundation shall consist of:

1. subsidies, donations and contributions whether or not from the Dutch or Japanese government and/or Japanese organizations;
2. gifts, testamentary dispositions and legacies;
3. payment for services rendered and accumulated interest on assets; and
4. any other acquisitions of funds.

EXECUTIVE COMMITTEE

Article 4

1. The foundation shall be governed by an Executive Committee of at least three members.
2. The Executive Committee shall fix the number of members of Executive Committee with due observance to the provisions in the preceding sentence.
3. The Chairman of Executive Committee is appointed by the Chairman of the Japanese Chamber of Commerce

and Industries in the Netherlands from one of the members of the Japanese Chamber of Commerce in the Netherlands.

4. The members of the Executive Committee shall be elected and appointed by the Chairman of the Japanese Chamber of Commerce and Industries in the Netherlands.
5. A resolution to dismiss a member of the Executive Committee shall be passed unanimously at a meeting at which all members of the Executive Committee are present, with the exception of the member of the Executive Committee concerned.

Article 5

1. Eligible for election as member are persons, who are Japanese citizens.
2. The Executive Committee shall elect from their midst a deputy-chairman, a secretary and a treasurer.

Article 6

1. The Chairman and in case of absence or incapacity to act, the deputy chairman, represents the Foundation in and out of Court, in the understanding that an explicit resolution of the Executive Committee is needed for:
 - a. to conclude contracts and take actions involving an amount exceeding the sum of three thousand guilders (f 3,000.--) except disposal of bank and postgiro accounts;
 - b. to litigate and enter into compromises, except taking conservatory measures and litigation in connection with employment contracts;
 - c. to acquire, alienate, encumber, rent and let registered properties;
 - d. to accept and reject inheritances, legacies and donations;
 - e. to grant powers of attorney.
2. The resolution of the Executive Committee shall

appear from an extract of the minutes of the Executive Committee signed by the secretary or from a written consent signed by all members of the Committee.

3. All decisions of the Executive Committee are taken by a majority of votes; resolutions can only be passed provided at least four/tenth of the numbers of members in function and not less than three members are present in person at the meeting. Members of the Executive Committee shall receive no remuneration for their activities; expenses made by members can be reimbursed.

Article 7

The Executive Committee can lay down provided with unanimity of the votes cast of all members being in function, such by-laws, which the Executive Committee shall deem necessary. Such by-laws may not deviate from these statutes.

Article 8

The financial year of the stichting shall begin on the first day of April and end on the thirty-first day of March.

The first financial year of the stichting shall end on the thirty-first day of March nineteen hundred ninety nine.

Every year, before the first of October, the Executive Committee shall submit an account covering its activities in the previous year and shall give a statement of assets and liabilities during the year.

AMENDMENTS OF STATUTES; DISSOLUTION

Article 9

1. A decision to amend these statutes or to dissolve the foundation can only be taken by resolution in a meeting of the Executive Committee, in which no less than three/fourth of all members in function are present.
2. In the event of three/fourth of the members in

function not being present, a new meeting of the Executive Committee be convened within one month, in which meeting in spite of the number of members present, a resolution as meant in the preceding paragraph- provided unanimously can be passed.

3. The amendment of the statutes is in only in force when this amendment has been recorded by notarial deed.
4. In the event of dissolution of the foundation, the Executive Committee will be charged with the liquidation; a credit balance shall be destined by the Executive Committee as much as possible corresponding to the object of the foundation.

Article 10

In all events not foreseen in these statutes the Executive Committee shall decide.

In departure from the provisions set out in article 4 of these Articles, are hereby appointed as the foundation's first members of the Executive Committee:

- mister Motihiro Ujihara, residing at 5032 BA Tilburg, Aa of Weerijs 3, born at Kohchi-shi, Japan, on the seventeenth day of January nineteen hundred thirty-six, married and with the Japanese nationality;
- mister Sigeru Aoyama, residing at 1082 JS Amsterdam, born at Kyoto, Japan, on the sixteenth day of June nineteen hundred fifty-four, married and with the Japanese nationality;
- mister Hideaki Yamamoto, residing at 1081 GG Amsterdam, Nijenburg 114, born at Toyama, Japan, on the first day of January nineteen hundred fifty-two, married and with the Japanese nationality; and
- mister Tetsuo Kurebayashi, residing at 3063 GE Rotterdam, 's-Lands Werf 171, born at Akishima-shi Tokyo, Japan, on the fifth day of February nineteen hundred fifty, married and with the Japanese nationality.

FINAL PROVISION

The deponent declared that Stichting the Japanese School of Amsterdam and Stichting the Japanese School of Rotterdam intent to donate respectively one million four hundred thousand Dutch Guilders (NLG 1,400,000) and six hundred thousand Dutch Guilders (NLG 600,000) in order to form the initial capital of the stichting.

The existence of the power of attorney was sufficiently proven to me, a civil-law notary. The non-notarial power of attorney will be attached to this deed.

The deponent is known to me, a civil-law notary. The identity of the deponent of this deed was established by me, a civil-law notary, on the basis of the above-mentioned document intended for identification purposes. WITNESSETH THIS DOCUMENT, the original of which was drawn up and executed in Amsterdam on the date stated in the first paragraph of this document.

After summarizing the content of these Articles to the deponent, the latter declared that she had taken note of the content of these Articles and waived full reading thereof. Subsequently, after a limited reading, this document was signed by the deponent and me, a civil law notary.