

STI EDUCATION SYSTEMS HOLDINGS, INC.

EXECUTIVE COMMITTEE CHARTER

The Executive Committee shall be composed of at least three (3) directors.

The Executive Committee, in accordance with the authority granted by the Board, or during the absence of the Board, shall act by majority vote of all its members on such specific matters within the competence of the Board of Directors as may from time to time be delegated to the Executive Committee in accordance with the Corporation's By-Laws, except with respect to:

1. The amendment of By-Laws or the adoption of new By-Laws;
2. Approval of any action for which stockholders' approval is also required;
3. Removing a board member from office;
4. Hiring or removing the Chief Executive Officer or President;
5. The amendment of any resolution of the Board of Directors which by its express terms is not amendable;
6. The distribution of cash dividends;
7. The exercise of powers delegated by the Board exclusively to other committees, if any.

Meeting of the Committee

A majority of all the members of the Executive Committee shall constitute a quorum. The Executive Committee shall fix its own rules of procedure. An act of the Executive Committee which is within the scope of its powers shall not require ratification or approval for its validity and effectivity, provided however that the Board of Directors may at any time enlarge or redefine the powers of the Executive Committee. All actions of the Executive Committee shall be reported to the Board of Directors at the meeting thereof following such action and shall be

subject to revision by the Board of Directors, provided that no rights or acts of third parties shall be affected by any such revision.


The Company's Corporate Secretary sends the notice of each meeting confirming the date, time, venue, and agenda shall be given to each member of the Committee at least two (2) working days prior to the date of the meeting. The notice will include the agenda to be discussed during the meeting. Full minutes of the proceedings of, and resolutions made during, Committee meetings, shall be kept by the Corporate Secretary. Draft minutes shall be sent to the Committee members for their comment. Notices, minute, agenda and supporting papers will be made available to any Director upon request to the Corporate Secretary.

STI EDUCATION SYSTEMS HOLDINGS, INC.

Approved by:



EUSEBIO H. TANCO
Chairman of the Board
and the Executive Committee



MONICO V. JACOB
President, CEO and
Member of the Executive Committee