

The Companies Acts 1985 to 1989

Private Company Limited by Shares

SPECIAL RESOLUTION

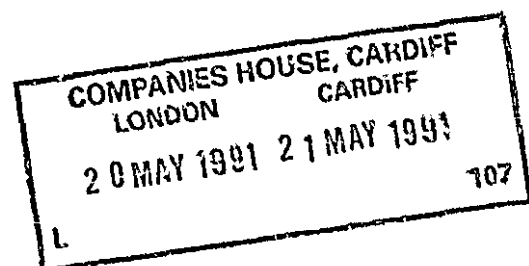
of

DIRECTORFORCE LIMITED

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 373, Cambridge Heath Road, London E2 9RA on 29 April 1991 the sub-joined SPECIAL RESOLUTION was duly passed, viz :

That the existing Clause 3(a) of the Memorandum of Association of the Company be deleted, and the attached Clause 3(a) be substituted in its place.

Signature
James Nominees Limited - CHAIRMAN



Curtis Business Services Ltd
373 Cambridge Heath Road
London
E2 9RA

Telephone : 01 739 6740

SP2.PF

2 The Company's objects are :

- a) To acquire by purchase, grant, concession, licence or otherwise such lands, buildings, underleases, leases, privileges, shares, stocks and debentures in private or public companies, corporate or unincorporate, policies of insurance and other such property as the Company shall deem fit; but so that the Company shall not have the power to deal or traffic in buildings, lands, underleases, leases, shares, stocks and debentures, policies of life assurance or other of its property, real or personal, or assets, but may acquire the same for the purposes of investment only and with a view to receiving income therefrom. If from time to time it shall be found necessary or advisable to realise all or any part of its property or assets the Company shall have power to do so, but any deficiencies or surpluses arising on or from such realisation shall be dealt with as capital deficiencies which shall be charged against the capital reserve account, or as capital surpluses not available for the payment of dividends.