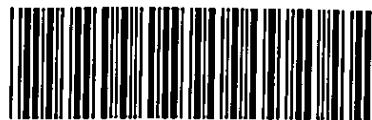


Company Number: 03187706

SATURDAY



A54 "A5KPER1U" 07/07/2007 597
COMPANIES HOUSE

**THE COMPANIES ACTS 1985 to 1989
PRIVATE COMPANY LIMITED BY SHARES**

WRITTEN RESOLUTION

OF

HEADWAY RECRUITMENT SPECIALISTS LIMITED (the "Company")

We, the undersigned being all of the members of the Company who, at the date of this resolution are entitled to attend and vote at general meetings of the company HEREBY PASS the following resolutions and agree that the resolution shall, for all purposes be as valid and effective as if the resolutions had been passed by us all at a general meeting of the Company duly convened and held

RESOLUTIONS

1. **THAT** the Memorandum of Association of the Company be altered as follows

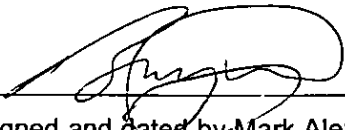
by inserting a new clause 3 (t) to read as follows

"Subject to and in accordance with the provisions of the Companies Act 1985 (if and in so far as such provisions shall be applicable) to give, directly or indirectly, financial assistance for the acquisition of shares or other securities of the Company or of any other company or for the reduction or discharge of any liability incurred in respect of such acquisition"

2. **THAT** the Articles of Association of the Company be altered as follows

by inserting a new clause 1 A to read as follows

"Regulation 94 of Table A shall not apply to the Company"


Signed and dated by Mark Alexander Bryans

Date 29 June 2007