

Company No. 3239279

THE COMPANIES ACTS 1985 TO 1989
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS OF
ACCESS COMPUTER RECRUITMENT LIMITED

We, the undersigned, being all of the members of the Company, who at the date of these resolutions would be entitled to attend and vote at general meetings of the Company, hereby approve the following written resolutions as hereunder stated and confirm that the said resolutions shall, for all purposes, be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

as ORDINARY RESOLUTIONS

THAT the authorised share capital of the Company be and is hereby increased from £1,000 to £100,000 by the creation of 99,000 new Ordinary Shares of £1 each ranking in all respects pari passu with the existing Ordinary Shares of £1 each in the capital of the Company;

THAT the Directors be and are hereby unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot all shares in the authorised share capital of the company which are unissued at the time of the passing of this resolution at any time during the period of five years from the date hereof;

THAT upon the recommendation of the Directors the sum of £49,900, being part of the accumulated capital and revenue reserves, be capitalised and appropriated as capital to and among the existing holders of the Ordinary Shares of £1 each in the capital of the company as appearing in the register of members as at the close of business on 12th APRIL 1999 and that the Directors be authorised and directed to apply such sum in paying up in full, 49,900 ordinary shares of £1 each in the capital of the company and to allot and distribute such new shares credited as fully paid, to and among the holders of the ordinary shares at the rate of 499 such new £1 shares for every one existing fully paid ordinary share of £1 each held by them.

as SPECIAL RESOLUTIONS

THAT the Company be re-registered as a public limited company as defined in Section 1(3) of the Companies Act 1985;

THAT the revised Memorandum and Articles of Association, a copy of which is appended, be and are hereby adopted with effect from the date of re-registration;



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THAT the name of the company be and is hereby changed to

Access Computer Consulting plc

subject to the consent of the Secretary of State for the Department of Trade and Industry;

Dated this **13TH** day of **APRIL** 1999

Signed: 
Anthony Head

Signed: 
Amanda Head

AUDITORS' REPORT TO THE

SHAREHOLDERS OF ACCESS COMPUTER RECRUITMENT LIMITED

We have audited the accounts on pages 4 to 11 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective Responsibilities of Director and Auditors

As described on page 2 the company's director is responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and report our opinion to you.

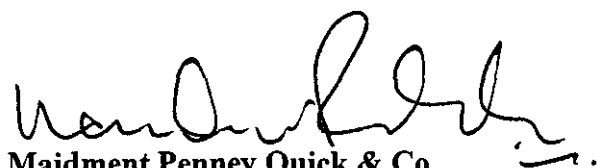
Basis of Opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the director in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

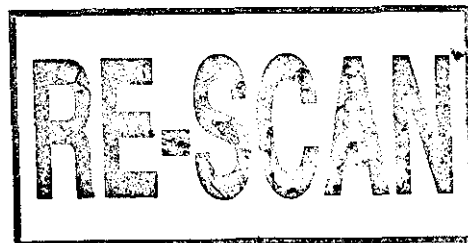
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of the information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31st December 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Maidment Penney Quick & Co.
Chartered Accountants and Registered Auditors
61 Chandos Place
London
WC2N 4HG
Date: 30th March 1999



4/5/99 51