

COMPANY LIMITED BY SHARES

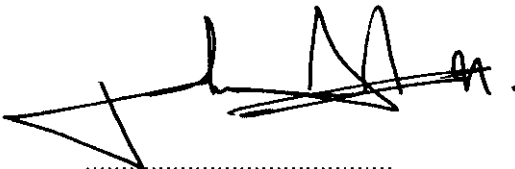
**RESOLUTION
of
RUBICON INTERNATIONAL SERVICES LIMITED
(the "Company")**

Passed 19th April 2004

AT an Extraordinary General Meeting of the Company, duly convened and held on 19th April 2004, the following resolution was duly passed as Special Resolution:

Special Resolution

THAT the Company be hereby authorised to make an off-market purchase of 35,000 of its own ordinary shares and 22,500 of its own preference shares from the executors of Derek Gold in accordance with the terms of the Own Share Purchase Agreement annexed hereto.



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Chairman of the Meeting

