

No: 1123581

THE COMPANIES ACT 1985 (*as amended*)

COMPANY LIMITED BY SHARES

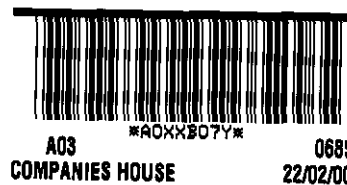
Memorandum

(*As altered by an Ordinary Resolution dated 7 February 2000*)

of

Action Secretaries Limited

Incorporated on 19 July 1973



THE COMPANIES ACT 1985 (*as amended*)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

Action Secretaries Limited

Altered by Ordinary Resolution on 7 February 2000

1. The name of the Company is Action Secretaries Limited.*
2. The registered office of the Company will be situate in England.
3. The object of the Company is to carry on business as a general commercial company.**
4. The liability of the Members is limited.
5. The share capital of the Company is £17,788 divided into 1,000 Founders shares of £1 each, 16,288 Ordinary shares of £1 each and 10,000 'A' Ordinary shares of 5 pence each.***

* The name of the Company was changed from Brackerson Limited to Portman Recruitment Services Limited on 3 February 1981 and was subsequently changed to Action Secretaries Limited on 4 November 1992.

** The objects of the Company were altered by Special Resolution passed on 31 July 1978 and subsequently by Special Resolution passed on 4 November 1996.

*** By Special Resolution passed on 31 December 1973 the share capital of the Company was increased from £100 to £5,000 by the creation of 3,900 Ordinary shares of £1 each and 1,000 Founders shares of £1 each.

By Special Resolution passed on 8 December 1988, 500 Ordinary shares of £1 each were converted into 500 'A' Ordinary shares of £1 each and each 'A' Ordinary share was then subdivided into 20 'A' Ordinary shares of 5 pence each.

By Ordinary Resolution passed on 7 February 2000 the share capital of the Company was increased to £17,788 by the creation of an additional 12,788 Ordinary shares of £1 each.