

No. 02337791

THE COMPANIES ACT 1985COMPANY LIMITED BY SHARESSPECIAL RESOLUTION

of

CHC

Computer Horizons Corporation International p.l.c.

(2337791)

MCHM

Passed

5 04/02/99

1999

At an Extraordinary General Meeting of the above-named Company, duly convened, and held on 4 1999, the following Resolution was duly passed as a Special Resolution:

04/02

SPECIAL RESOLUTION

- 1 The Memorandum of Association of the Company be altered as follows:
 - (a) in clause 1, by deleting the words "CHC International plc" and substituting the words "CHC International Limited";
 - (b) by deleting clause 2, and
 - (c) by re-numbering the existing clauses 3 to 6 (both inclusive) as 2 to 5 respectively.
- 2 The regulations contained in the printed document submitted to the Meeting marked "A" for the purpose of identification signed by the Chairman thereof be and the same are hereby approved and adapted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association thereof.

William J. Murphy
 Chairman of the Meeting

