

No. 2459997

THE COMPANIES ACT 1985  
PROFESSIONAL STAFF LIMITED

WRITTEN CLASS RESOLUTION  
(Pursuant to S. 381A Companies Act 1985)

ORDINARY SHAREHOLDERS

We, the undersigned, being all the holders of Ordinary Shares in the above named Company who (at the date of this resolution) would be entitled to attend and vote at a class meeting of Ordinary Shareholders in the Company, hereby agree pursuant to section 381A of the Companies Act 1985 and Regulation 59 of the Company's Articles of Association to the following Resolution (which would otherwise be required to be passed as an Extraordinary Resolution);-

THAT the passing by the Company of the Resolution set out in the written resolution annexed hereto be approved and that consent be given to every variation or abrogation of the rights attaching to the said Preference Shares requisite to give effect to such Resolution.

Dated:- 12th December 1994

SIGNED BY THE FOLLOWING SHAREHOLDERS ON SEPARATE DOCUMENTS:-

B R CULVER

LOUIS MARX JNR.

B P BLACKDEN

WALBROOK TRUSTEES (JERSEY) LIMITED

S A DENNING

MERRYFIELD BUSINESS MANAGEMENT  
SERVICES LIMITED

M S MELLEN

J C BENJAMIN

