

Company No. 2526751

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

NATSOURCE TULLETT (EUROPE) LIMITED

We, the undersigned, being all the members of the Company entitled to receive notice of and to attend and vote at general meetings of the Company resolve pursuant to Section 381A of the Companies Act 1985 that the following resolutions be passed and agree that they shall have effect as ordinary resolutions in the case of Resolutions 1 and 2 and as a special resolution in the case of Resolution 3, as if passed at a general meeting duly convened and held:-

1. Increase in Authorised Share Capital

That the authorised share capital in the Company be increased from £1,000,000 divided into 1,000,000 ordinary shares of £1 each to £1,189,717 divided into 1,189,717 ordinary shares of £1.00 each by the creation of 189,717 new ordinary shares of £1.00 each.

2. Authority to Allot

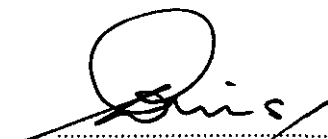
That, in accordance with Section 80 of the Companies Act 1985 ("the Act") the members authorise the directors to allot, dispose of, or grant options over 787,300 of the authorised but unissued ordinary shares of £1.00 each to such persons, on such terms and in such manner as they think fit subject to the provisions of the Articles of Association during a period of 5 years commencing with the date of these Resolutions.

3. Dis-application of Pre-emption Rights

That previous authorisations given by the Company in general meeting or otherwise pursuant to Section 80 of the Act be and are hereby revoked and the directors be and are hereby empowered pursuant to Section 95(1) of the Act to allot the shares referred to in the Resolutions above pursuant to the authority conferred by Resolution 2 as if Section 89(1) did not apply to the allotment of shares provided that such power shall expire 5 years after the date of these Resolutions.

.....
For and on behalf of
Natsource LLC

.....
Date



.....
For and on behalf of
Tullett & Tokyo London Holdings Limited

..... 10 October 2001
Date



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THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

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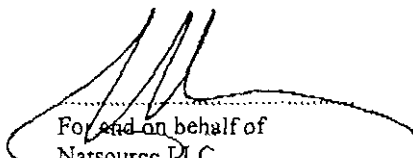
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2. Authority to Allot

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For and on behalf of
Natsource PLC

10/10/01
Date

.....
For and on behalf of
Tullett & Tokyo London Holdings Limited

.....
Date