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COMPANIES HOUSE

Company No. 02595508

WRITTEN SHAREHOLDER RESOLUTIONS

- of -

FORWARD RECRUITMENT CONSULTANTS LIMITED (THE "COMPANY")

In accordance with Article 1 of the Articles of Association of the Company we, the undersigned, being the sole member of the Company who at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company, hereby unanimously pass the following resolutions as special resolutions of the Company, and agree that such resolutions shall be valid and effective for all purposes as if the same had been passed at a general meeting of the Company duly convened and held, and accordingly **WE RESOLVE**

SPECIAL RESOLUTIONS

1 THAT it is in the best interests of, and to the further benefit and advantage of, the Company to enter into the following documents (together the "Finance Documents").

- 1.1 a composite guarantee and indemnity and debenture to be entered into between, amongst others the Company and Barclays Bank Plc;
- 1.2 a supplemental trust deed to be entered into between, amongst others, the Company, The Corporate Services Group plc and HSBC Trustee (C.I.) Limited,
- 1.3 an intercreditor agreement to be entered into between, amongst others, the Company, Barclays Bank Plc and HSBC Trustee (C.I.) Limited

and all such other deeds, certificates, instruments, notices, consents, requests, mandates and other documents to be executed in connection with the Finance Documents, and that they be approved

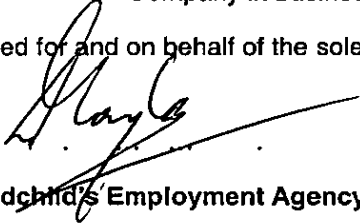
2 THAT the directors and/or the secretary (as appropriate) of the Company be and hereby are empowered, authorised and directed to execute the Finance Documents

3 THAT the Memorandum of Association of the Company be altered by the addition of the following as a new paragraph 3(j)(i) after the existing paragraph 3(j) which is hereby approved and adopted

"3(j)(i) To guarantee or give indemnities or provide security, whether by personal covenant or by mortgage or charge upon all or any part of the undertaking, property and assets (present and future) and the uncalled capital of the Company, or by all or any such methods, for the

performance of any contracts or obligations, and the payment of capital or principal (together with any premium) and dividends or interest on any shares, debentures or other securities, of any person, firm or company including (without limiting the generality of the foregoing) any company which is for the time being a holding company of the Company or another subsidiary of any such holding company or is associated with the Company in business "

Signed for and on behalf of the sole member of the Company

A handwritten signature in black ink, appearing to read 'Desmond Doyle', is written over the printed name and title.

Goodchild's Employment Agency Limited

Name Desmond Doyle

Title Director

Date 24 April 2007