

Company number
2595508

The Companies Act 1985

Company Limited by Shares

Resolution

of

FORWARD RECRUITMENT CONSULTANTS LIMITED

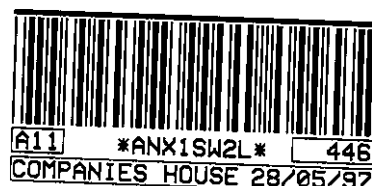
(passed on 12TH ^{FEB} ~~January~~ 1997)

At an extraordinary general meeting of the Company duly convened and held at Glaston Park, Spring Lane, Nr Uppingham, Glaston, Leics LE15 9BX on 12TH February 1997 the following resolution was duly passed as a special resolution of the Company:

Resolution

That:

1. the authorised share capital of the Company be increased to £3,000,100 by the creation of 3,000,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company; and
2. (a) the directors be generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (as defined for the purposes of section 80 of the Companies Act 1985) up to a maximum nominal amount of £3,000,000;
(b) this authority shall expire on 31 March 1997;
(c) the Company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted under this authority after it expires; and



- (d) this authority shall replace any previous authorities under section 80 of the Companies Act 1985 which are revoked by this resolution.

Dated 12TH FEBRUARY 1997



Director