

THE COMPANIES ACTS 1985 TO 199

COMPANY NUMBER 2706280



**RESOLUTIONS IN WRITING OF ALL THE
SHAREHOLDERS OF OFFICEMARKET LIMITED**

We the undersigned, Budget Group Limited, being the sole shareholder for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings hereby pass the following Resolutions of which the first will take effect as an Ordinary Resolution and the second and third will take effect as Special Resolutions and agree that the said Resolutions shall pursuant to the Articles of Association of the Company or any applicable rule of law, for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

1. Ordinary Resolution

That the authorised share capital of the Company be increased from £1,000 divided into 1,000 shares of £1 each to £2,000,000 divided into 2,000,000 shares of £1 each by the creation of 1,999,000 additional shares of £1 each to rank *pari passu* in all respects with the existing shares in the capital of the Company.

2. Special Resolution

That the Memorandum of Association of the Company be amended by the deletion of the existing sub-clause 3(a) and its replacement by the following new sub-clause:-

- (i) to acquire by purchase, lease, exchange or otherwise all forms of real or personal property and licences and other rights in respect of all forms of real or personal property or the use thereof, and to utilise such property,

licences and rights itself or to grant licences, sub-licences and other rights in respect thereof to any other person, firm, company or organisation, and otherwise to dispose of the same to, or make the same available for use by, any other person, firm, company or organisation.

(ii) to devise, create, produce, develop, buy or otherwise acquire in any manner all kinds of intangible property including but not limited to patents, trade marks, copyrights, designs and other forms of intellectual property, technology, confidential information, know-how, business systems, computer software, databases, choses in action and rights, concessions, licences and permissions of all types and to acquire licences and other rights in respect of any such property, and to utilise such property, licences and rights itself or to grant licences, sub-licences and other rights in respect thereof to any other person, firm, company or organisation and to dispose of the same to, or make the same available for use by, any other person, firm, company or organisation.

(iii) to engage and hire professional, clerical, manual and other staff and employees and to enter into arrangements with a view to allocating their services to any person, firm or company requiring them.

(iv) to provide or procure the provision by others of any service, need or requirement of any business nature required by any person, firm, company or organisation or in connection with any business activity and generally to

provide business information, consultancy and advisory services of all types to any person, firm, company or organisation.

(v) to carry on the business of a holding company and to acquire by purchase, exchange, subscription or otherwise and to hold the whole or any part of the securities and interests of and in any companies for the time being engaged, concerned or interested in any industry, trade or business and to promote the beneficial co-operation of any such companies as well with one another as with the Company and to exercise in respect of such investments and holdings all the rights, powers and privileges of ownership including the right to vote thereon;

(vi) to carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.

3. Special Resolution

Subject to and conditional upon the passing of the resolution number 1 above the Directors be and hereby are authorised to make the following allotments of shares of the Company at any time on or before 30 June 2000 notwithstanding the provision of Article 2(b) of the Company's Articles of Association:

1,849,998 shares to Budget Group Limited

50,000 shares to the Klinkert Investments Pty Limited

subject in each case to appropriate applications for shares having been received from the intended allottee.

Dated this 20 day of June 1999

Signed 
(for and on behalf of Budget Group Limited)