

THE COMPANIES ACTS 1985 TO 1989

COMPANY NUMBER 2706280

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

We the undersigned, Budget Group Limited, Peter Anthony Winslow and Klinkert Investments Pty Limited, being all the shareholders 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 affect as an Ordinary Resolution and the second will take effect as a Special Resolution 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 £2,000,000 divided into 2,000,000 shares of £1 each to £5,000,000 divided into 5,000,000 shares of £1 each by the creation of 3,000,000 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

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 in capital 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:

2,775,000 shares to Budget Group Limited

150,000 shares to Peter Anthony Winslow

75,000 shares to Stephen Klinkert


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

Dated this 21st day of March 2000

Signed 
(for and behalf of Budget Group Limited)

Name I. LEECH

Position Director & Secretary

Signed 
(for and on behalf of Klinkert Investments
Pty Limited)

Name Stephen Klinkert

Position Director

Signed 
(Peter Anthony Winslow)