

COMPANY NO: 3240428



THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

- of -

WYEBRIDGE LIMITED

In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, I the undersigned, being the only member of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows:

RESOLUTIONS

1. That Clause 4 of the Memorandum of Association of the Company is amended as follows:-

- 1.1 by inserting the following new sub-clause as sub-clause 4(N):-

"(N) To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or any part of the undertaking, property, assets, rights and revenues (present and future) and uncalled capital of the Company, or by both such methods or by any other means whatever, the discharge and performance respectively of the liabilities and obligations of and the repayment or payment of any moneys whatever by any person, firm or company, including (but not limited to):-

- (1) the discharge and performance respectively of any liabilities and obligations whatever of, and the repayment or payment of any moneys whatever by, any company which is for the time being or is likely to become the Company's holding company or a subsidiary of the Company or another

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subsidiary of the Company's holding company (the terms 'holding company' and 'subsidiary' having the meanings given to them by Section 736 of the Companies Act 1985) or otherwise associated with the Company in business; and

- (2) the discharge and performance respectively of any liabilities and obligations incurred in connection with or for the purpose of the acquisition of shares in the Company or in any company which is for the time being the Company's holding company in so far as the giving of any such guarantee or other support or security is not prohibited by law; and
- (3) the repayment or payment of the principal amounts of, and premiums, interest and dividends on, any borrowings and securities";

1.2 by inserting the following new sub-clause as sub-clause 4(0):-

"To the extent that the same is permitted by law to give financial assistance for the purpose of the acquisition of shares in the Company or in the Company's holding company (as those terms are defined by Section 736 of the Companies Act 1985) for the time being and for the purpose of reducing or discharging a liability incurred for the purpose of such an acquisition and to give such assistance by means of a gift, loan or guarantee, indemnity, the provision of security or otherwise howsoever permitted by law".

2. That, in connection with the acquisition ("the Acquisition") of the entire issued share capital of the Company by Professional Staff plc, the Company is authorised to give financial assistance for the purposes of the Acquisition as detailed in the attached statutory declaration of the director of the Company (together with the auditors' report relating thereto), and the execution by the Company of the documents described below and the giving effect to the arrangements provided for therein in relation to the Company is hereby approved and the Director and the Secretary are hereby authorised to execute on behalf of the Company those documents which require execution as a deed and the Director is authorised to execute on behalf of the Company those documents which are required to be signed under hand:

- 2.1 a sale and purchase agreement between (1) D. W. J. Russell (2) the Company and (3) Praxis Executive Taskforce Limited ("Praxis") providing for the acquisition by the Company of 10 ordinary shares of £1 each in the capital of its subsidiary, Praxis ("the Russell Agreement");
- 2.2 a loan note instrument constituting £125,000 loan notes ("the Loan Notes") of the Company to be issued to Mr D. W. J. Russell in part

satisfaction of the consideration payable to him under the Russell Agreement;

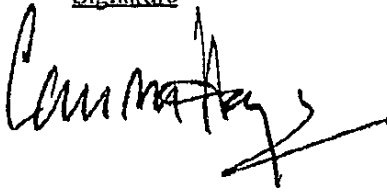
- 2.3 a guarantee/bond application addressed to Midland Bank PLC ("Midland") containing the Company's application for a guarantee by Midland of the Loan Notes and incorporating an indemnity by the Company.
- 2.4 a letter of set off in favour of Midland in respect of amounts standing to the credit of the Company's accounts with Midland.

Name

Signature

Date of Signature

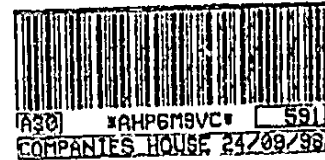
Carl Maxwell Haguc



18 September 1998

COMPANY NO: 3240428

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

WYEBRIDGE LIMITED

In accordance with the Company's Articles of Association and Section 381A of and Schedule 15A to the Companies Act 1985, I the undersigned, being the only member of the Company for the time being entitled to receive notice of and to attend and vote at a general meeting of the Company **HEREBY RESOLVE** as follows:

RESOLUTION

That the giving by the Company's subsidiary, Praxis Executive Taskforce Limited ("Praxis"), of financial assistance for the purpose of the acquisition ("the Acquisition") of the entire issued share capital of the Company by Professional Staff plc, as detailed in the attached statutory declarations of the director of the Company and of Praxis (together with the auditors' reports relating thereto) is hereby approved and the execution by Praxis of the documents described below and the giving effect to the arrangements provided for therein in relation to Praxis, and the making of the payments by Praxis referred to in paragraph (iv) below, is hereby approved

- (i) a sale and purchase agreement between (1) D. W. J. Russell (2) the Company and (3) Praxis, providing for the acquisition by the Company of 10 ordinary shares of £1 each in the capital of Praxis and containing undertakings and indemnities given by Praxis ("the Russell Agreement");
- (ii) a loan agreement between (1) Praxis and (2) the Company pursuant to which Praxis agrees to lend £125,000 to the Company;
- (iii) a letter from Praxis to Midland Bank PLC containing an undertaking from Praxis in favour of Midland Bank PLC; and
- (iv) the payment by Praxis of a bonus of £12,000 gross of PAYE and Employers' National Insurance to Mr. C. M. Hague.

Name

Signature

Date of Signature

Carl Maxwell Hague

18 September 1998