

COMPANY NO. 3821351

THE EMPOWER GROUP LIMITED ("the Company")

WRITTEN RESOLUTION

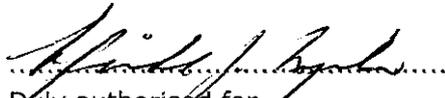
PASSED ON 12 January 2001

Pursuant to s381A Companies Act 1985

In accordance with Section 381A Companies Act 1985, Manpower Inc, being the sole member of the above named Company entitled at the date of this resolution to attend and vote at general meetings of the Company hereby confirms that the following Resolution shall for all purposes have effect as if it had been passed at a general meeting of the Company duly convened and held. Accordingly we hereby resolve:-

ELECTIVE RESOLUTION

**THAT** the Company elects in accordance with the Companies Act 1985 Section 379(A) to dispense with the requirement to hold an annual general meeting of the Company.

  
Duly authorised for  
Manpower Inc as sole member

Dated 12 January 2001

