

No. 3821351

WRITTEN RESOLUTION OF THE MEMBERS

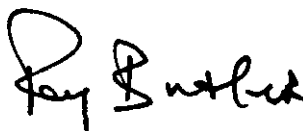
OF

THE EMPOWER GROUP LIMITED

Passed on 23 July 2002

We, the undersigned, being the sole member of the Company entitled to attend and vote at meetings of the members of the Company, hereby pass the following resolutions as written resolutions and declare that the said resolutions shall, pursuant to section 381(A) of the Companies Act 1985, 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. Accordingly we hereby resolve:

1. THAT the Company elects in accordance with the Companies Act 1985 Section 379A and Section 252, to dispense with the laying of accounts and reports before the Company at general meeting.
2. THAT the Company elects in accordance with the Companies Act 1985 Section 379A and Section 386, to dispense with the obligation to appoint auditors annually.



For and on behalf of
Manpower Inc

