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Certificate Number:

COMPANIES (NORTHERN IRELAND) ORDER 1986

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

-of-

RECRUITMENT NORTHERN IRELAND LIMITED

Incorporated on

**WILSON NESBITT
SOLICITORS
111 VICTORIA STREET
BELFAST
BT1 4PD**

NI 37709/2

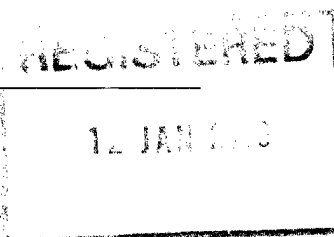
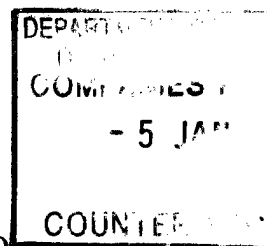
COMPANIES (NORTHERN IRELAND) ORDER 1986

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RECRUITMENT NORTHERN IRELAND LIMITED



PRELIMINARY

1. In these Articles and in Table A:

"the Order" means the Companies (Northern Ireland) Order 1986 and any statutory modification or re-enactment for the time being in force thereof.

"Table A" means Table A in The Companies (Tables A to F) Regulations (Northern Ireland) 1986.

Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company. In the case of any variation or inconsistency between these Articles and the regulations in Table A, the provisions of these Articles shall prevail.

2. Regulations 24, 32, 40, 50, 54, 64, 65 to 69 (inclusive), 73 to 78 (inclusive), 80, 81, 88, 89, 94 to 97 (inclusive), 111 and 115 of Table A shall not apply to the Company.
3. 3.1. In regulation 1 of Table A the words "or in the articles adopting the same" shall be inserted after the words "contained in these regulations".
- 3.2. In these regulations, where the context so permits, words importing the singular number only shall include the plural number, and vice versa, words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations and the expression "paid up" shall include credited as paid up.

SHARE CAPITAL

- 4.1. The share capital of the Company is £10,000.00 divided into 10,000 Ordinary Shares of £1.00 each.
 - 4.2. The words "or by special resolution" shall be inserted after the words "as may be provided by the articles" in regulation 3 of Table A.
- 5.1. Subject to Article 5.2. hereof, any shares in the capital of the Company which are for the time being unissued shall be available for issue only as shares identical in all respects to the existing Ordinary Shares of the Company, and shall, before issue, be offered to the members in proportion, as nearly as may be, to the number of shares held by them respectively. The offer, which shall be in writing, shall specify the number of shares offered and the price per share and limit the time (not being less than 14 days after service) within which the offer, if not accepted, will be deemed to have been declined. After the expiration of that time, or on the receipt of an intimation from any person to whom the offer is made that he declines to accept the shares offered or any of them, the Directors shall offer the shares so declined or deemed to have been declined in like manner to such of the other members as accepted the original offer in full. If any of the shares comprised in such further offer are declined or deemed to be declined the Directors may dispose of those shares in such manner as they think most beneficial to the Company.
 - 5.2. No shares shall be issued to any infant, bankrupt or person of unsound mind.
- The Company is a private company to which Article 91 of the Order applies and accordingly:-

 - 6.1. any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company; and
 - 6.2. any allotment of, or agreement to allot, (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public is prohibited.
- 7.1.1 any share may be transferred with the agreement in writing of all the members for the time being;
 - 7.1.2 any share may be transferred by a member to any other member
 - 7.2 The Directors shall register a transfer made in accordance with the foregoing provisions of this Article but, save as aforesaid, none of the shares of the Company shall be transferred except with the approval of the Directors. The Directors shall have an absolute discretion in giving or withholding such approval and need not assign any reason therefor.
- Except in the case of a transfer of shares expressly authorised by Article 7.1, the right to transfer shares in the Company shall be subject to the following restrictions, namely:-

- 8.1 Before transferring any interest in any shares the person proposing to transfer the same (hereinafter called "the proposing transferor") shall give a notice in writing (hereinafter called a "transfer notice") to the Company that he desires to transfer the same at the prescribed price (as hereinafter defined) to any members selected in accordance with the following provisions of this Article 8.
- 8.2 All shares mentioned in any transfer notice shall be offered for sale by the Company at the prescribed price to all members in proportion to their existing holding of shares. All offers of shares under this Article 8.2 shall be made by notice in writing and every such offer shall limit a time (not being less than 7 days nor more than 14 days) within which the offer must be accepted or in default will lapse.
- 8.3 8.3.1 If the Company shall within the prescribed period (as hereinafter defined) find members as aforesaid (hereinafter called "purchasers") willing to purchase the shares concerned or any of them and shall give notice in writing thereof to the proposing transferor he shall be bound, upon payment of the prescribed price, to transfer such shares to the respective purchasers thereof. Every such notice shall state the name and address of the purchaser and the number of shares agreed to be purchased by him and the purchase shall be completed at a place and time to be appointed by the Directors not being less than 7 days nor more than 14 days after the date of such notice or (where necessary) so soon thereafter as the prescribed price shall have been determined.
- 8.3.2 If in any case a proposing transferor after having become bound to transfer any shares to a purchaser shall make default in transferring such shares the Directors may authorise some person to execute on behalf of and as attorney for the proposing transferor any necessary transfers and may receive the purchase money and shall thereupon cause the name of the purchaser to be entered in the register of members as the holder of such shares and hold the purchase money in trust for the proposing transferor. The receipt of the Company for the purchase money shall be a good discharge to the purchaser (who shall not be bound to see to the application thereof) and after the name of the purchaser has been entered in the register of members in purported exercise of the aforesaid powers the validity of the proceedings shall not be questioned by any person.
- 8.4 If the Company shall not within one month of the Transfer notice find purchasers willing to purchase all the shares and give notice in writing thereof to the proposing transferor or if the Company shall within the prescribed period give to the proposing transferor notice in writing that the Company has no prospect of finding purchasers of such shares, or any of them, the proposing transferor at any time thereafter up to the expiration of 2 months after the transfer notice shall be at liberty to transfer those shares for which the Company has not given notice that

it has found (or has given notice that it has no prospect of finding) purchasers to any person and at any price (not being less than the prescribed price) but subject to the provisions of Article 7.2.

8.5 The expression "the prescribed price" shall mean such sum (apportioned per share) as shall be agreed upon between the proposing transferor and the Directors or in default of such agreement as shall be certified in writing pursuant to the provisions of Article 8.6 as being a fair price as between a willing seller and a willing buyer.

8.6 If the proposing transferor and the Directors shall be unable to agree the prescribed price within 14 days after the transfer notice has been given the calculation of the prescribed price in accordance with Article 8.5 shall be referred to the Company's auditors acting as experts and not as arbitrators whose decision thereon shall be certified in writing to the proposing transferor and the Directors and be binding on them. The auditors shall be entitled, if thought fit, to obtain professional valuations of any of the Company's assets. The fees and expenses of the auditors (including expenses of any such valuation) shall be borne amongst the purchasers of the shares sold pursuant to the transfer notice in proportion to the numbers of the shares purchased by them respectively.

9. 9.1 9.1.1 A person entitled to a share in consequence of the bankruptcy of a member shall be bound to give a transfer notice in respect of all the shares then registered in the name of the bankrupt member.

9.1.2 A person entitled to a share in consequence of the death of a member shall be bound to give a transfer notice in respect of all the shares then registered in the name of the deceased member.

9.2 In any case where a transfer notice has been duly required to be given under this Article 12 in respect of any shares and such transfer notice is not given within a period of one month, such transfer notice shall be deemed to have been given at the expiration of the said period.

9.3 No shares may be transferred to any infant, bankrupt or person of unsound mind.

ALTERATION OF SHARE CAPITAL

10. The Company may by Special Resolution:-

- (a) increase its share capital by new shares of such amount as the Resolution prescribes;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subject to the provisions of the Order, sub-divide its shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and

- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any Meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.
12. A poll may be demanded at any general meeting by the Chairman or by any member present in person or by proxy and entitled to vote. Regulation 46 of Table A shall be altered accordingly.
13. 13.1 The words and figures "Subject to regulation 51 of these regulations" shall be inserted before the words "A poll shall be taken" in regulation 49 of Table A.
- 13.2 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
14. Subject to any rights or restrictions attached to any shares, on a show of hands every member entitled to vote who is present in person or by proxy (not being himself a member entitled to vote) or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and, on a poll, each member shall have one vote for every share of which he is the holder.
15. A member shall not be entitled to appoint more than one proxy to attend on the same occasion and accordingly the final sentence of regulation 59 of Table A shall not apply to the Company. Any such proxy shall be entitled to cast the votes to which he is entitled in different ways.

NUMBER OF DIRECTORS

16. The number of the Directors shall not be less than 2

DIRECTORS

17. A Director shall not require a share qualification.
18. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.
19. In addition and without prejudice to the provisions of Article 311 of the Order, the Company may by extraordinary resolution remove any Director from office at any time and may by ordinary resolution appoint another Director in his stead but such removal shall be without prejudice to any claim such Director may have for damages for breach of

any contract of service between him and the Company.

APPOINTMENT AND RETIREMENT OF DIRECTORS

20. The Directors shall not be liable to retirement by rotation and accordingly the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" in regulation 79 of Table A shall not apply to the Company.
21. Without prejudice to the powers of the Directors under regulation 79 of Table A, the Company may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

22. The office of a Director shall be vacated if:-
 - (a) he ceases to be a director by virtue of any provision of the Order or he become prohibited by law from being a Director; or
 - (b) he becomes bankrupt or insolvent or makes any arrangement or composition with his creditors; or
 - (c) he is, or may be, suffering from mental disorder and either
 - (i) he is detained for treatment within the meaning of Article 12(5) of the Mental Health (Northern Ireland) Order 1986; or
 - (ii) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
 - (d) (not being precluded from so doing by the terms of any contract with the Company) by notice in writing he resigns the office of Director; or
 - (e) he is removed from office by a resolution duly passed pursuant to Article 311 of the Order and Article 19 ; or
 - (f) he shall for more than six consecutive months have been absent without permission of the Directors from meetings of the Directors held during that period and the Directors resolve that his office be vacated.

REMUNERATION OF DIRECTORS

23. In addition and without prejudice to regulation 82 of Table A, any director who serves on any committee or who devotes special attention to the business of the company or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a director may be paid such extra remuneration by way of lump sum, salary, participation in profits or otherwise as the Directors may determine.

PROCEEDINGS OF DIRECTORS

24. 24.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless all Directors indicate their willingness to accept shorter notice of a meeting of Directors, at least 7 clear days' prior notice of the time and place of each meeting of Directors shall be given. Questions arising at any meeting shall be determined by majority of votes and in the case of equality of votes the Chairman of the meeting shall have a second or casting vote.
- 24.2 A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting to the Directors. Notice of every meeting of the Directors shall be given to every Director in accordance with the provisions referred to in Article 24.1, but the non-receipt of notice by any Director shall not invalidate the proceedings at any meeting of the Directors.
25. The quorum necessary for the transaction of the business of the Directors shall be two Directors present throughout the meeting at which the business is to be transacted.
26. Any Director or member of a committee of the Board may participate in a meeting of the Directors of such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and any Director or member of a committee participating in a meeting in this manner shall be deemed to be present in person at such meeting.
27. Provided a Director declares his interest therein in the manner provided by the Order he may vote as a Director at any Meeting of Directors or of a committee of Directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Company, and if he shall so vote his vote shall be counted, and he shall be counted in the quorum at any such meeting where such a matter is under consideration.

BORROWING POWERS

28. Without prejudice to the generality of regulation 70 of Table A, the Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and, subject to Article 90 of the Order to issue debenture, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

NOTICES

29. 29.1 Any notice to be given to or by any person pursuant to the articles shall be in writing provided that a notice to a director need not be in writing if in any case that director indicates that notice in writing is not necessary.
- 29.2 In regulation 112 of Table A, the words "or by telex or facsimile" shall be inserted

before the words "or by sending it by" and the words "first class" shall be inserted before the words "post in a prepaid envelope". The provisions of regulation 112 as so varied shall (mutatis mutandis) apply also to notices to Directors.

- 29.3 Where a notice is sent by first class post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted.

WINDING UP

30. In regulation 117 of Table A, the words "with the like sanction" shall be inserted immediately before the words "determine how the division".

GENERAL

31. A person shall be a "person of unsound mind" for the purposes of Articles 5.2 and 9.3 if he is a person to whom, if he were a Director, the provisions of Article 22 (c) would apply.

NAMES AND ADDRESSES OF SUBSCRIBERS

Randal McDonnell
18 The Gables
Randalstown
County Antrim
BT3 3JY

Margaret Catherine Robb
3 Primrose Hill
Dromore
BT25 1FA

Dated the 20 day of Dec 1999

SIGNED

Margaret C Robb

Randal Mc Donnell

WITNESS to the above signatures:

Christine
111 Victoria Street
Belfast