

20-03-97

Company No. 3260170

STAFF TECHNOLOGY SYSTEMS LIMITEDWRITTEN RESOLUTION OF SHAREHOLDERS

We, the undersigned, being all the persons holding shares in the issued share capital of the company, hereby pass the following resolution as a Special Resolution pursuant to Section 381A of the Companies Act 1985, to take effect on the date last written below:

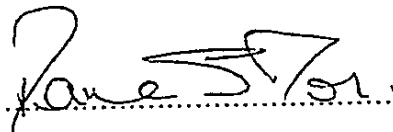
SPECIAL RESOLUTION

That:

- (A) The 1,000,000 issued and unissued Ordinary Shares of £1 each of the Company be and they are each hereby subdivided into 5 Ordinary Shares of 20 pence each, having the rights and being subject to the restrictions set out in the Articles of Association of the Company;
- (B) The Directors of the Company be and they are hereby authorised pursuant to Section 80 of the Companies Act 1985 to allot all of the 5,000,000 Ordinary Shares of 20 pence each created pursuant to paragraph (A) of this resolution. This authority shall expire on the fifth anniversary of the date when this resolution becomes effective;
- (C) The Memorandum of Association be amended by the deletion of clause 5 and the insertion of the following clause 5 in its place:

"The Company's share capital is £1,000,000 divided into 5,000,000 shares of 20 pence each."

Signed:




Name of shareholder (please print):

PAUL STEPHEN HUDSON.

This resolution became effective on

7th March 1997

Signed:

 (Company Secretary)

At the date of passing this resolution, the Company had not appointed any auditors.

