

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

COPY RESOLUTIONS IN WRITING

of

SHROPSHIRE CAREERS SERVICE LIMITED

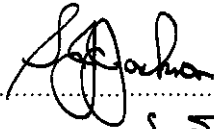
(Company Number 2993054)

(pursuant to section 380 of the Companies Act 1985)

The following written resolution was passed on 9th April 2001 in accordance with section 381A of the Companies Act 1985.

That, for the purposes of the directors of the company considering and, if thought fit, approving the execution by the company of a joint venture agreement to be entered into on or around 1 April 2001 between (1) Shropshire County Council (2) Telford & Wrekin Council (3) Shropshire Chamber of Commerce Training and Enterprise Limited and (4) the company, the directors shall not for the purposes of article 35 of the company's articles of association be considered to be interested in the entry by the company into such agreement by reason only of having been appointed and/or nominated to the board of directors of the company by any of Shropshire County Council, Telford & Wrekin Council or Shropshire Chamber of Commerce Training and Enterprise Limited.

This written resolution shall take effect as a special resolution of the company.



S. S. SACKFORD

Director



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COMPANIES HOUSE

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27/04/01