

FAX TO S & A

(Registered No: 3829341)

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

08000 RECRUIT LIMITED

Made pursuant to Section 381A Companies Act 1985

Dated 23 June 2000

I, the undersigned, being the sole member of the Company who would on the above-stated date be entitled to attend and vote at a general meeting of the Company AGREE AND RESOLVE THAT:


ORDINARY RESOLUTIONS

1. Each of the existing 1,000 ordinary shares of £1 each in the authorised share capital of the Company, of which one is currently in issue, be subdivided into one hundred ordinary shares of 1p each.
2. The share capital of the Company be increased to £250,000 by the creation of an additional 24,900,000 ordinary shares of 1p each, ranking pari passu in all respects with the existing shares in the capital of the Company.
3. The directors of the Company be generally and unconditionally authorised, in substitution for all subsisting authorities (to the extent unused), for the purposes of Section 80 Companies Act 1985 (the "Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of such Section 80) up to an aggregate nominal amount of £250,000 PROVIDED THAT this authority shall expire (unless previously renewed, varied or revoked by the Company in general meeting) on the date which is five years after the passing of this resolution, save that the Company may before the expiry of such period make an offer or agreement which would or might require relevant securities to be allotted after the expiry of the said period and the Directors may allot relevant securities in pursuance of any such offer or agreement as if the authority given by this resolution had not expired.



SPECIAL RESOLUTION

4. The directors of the Company be empowered pursuant to Section 95 of the Act to allot equity securities (as defined in Section 94 of the Act) for cash pursuant to the authority conferred on them by resolution 3 above as if Section 89(1) of the Act did not apply to any such allotment PROVIDED THAT this power shall expire on the date which is five years after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.



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Harvey Sinclair