

(Translation)

To all concerned parties:

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Fields Corporation  
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### **Partial Amendment of Articles of Incorporation**

Fields Corporation announces that at the meeting of its Board of Directors on May 27, 2005, it was resolved to submit the matter of the partial amendment of its Articles of Incorporation to the 17th ordinary general meeting of shareholders of the Company due to be held on June 29, 2005. Details of the matter are given below.

#### 1. Reasons for the amendment

##### (1) Addition of objectives

In order to prepare for the future diversification and expansion of the Company's fields of business, to the present Article 2 (Objectives) of the Company's Articles of Incorporation it is proposed to add "Educational business for the purpose of human resource development" and "Temporary staffing business."

##### (2) Introduction of electronic notification system

The "Law for Partial Amendment of the Commercial Code, etc., for the Introduction of a System of Electronic Public Notice" (Law No. 87, 2004) was brought into force on February 1, 2005, and consequently the system of electronic notification was introduced. In order to make this fact known more thoroughly and to rationalize management it is proposed to make the requisite amendments to the present Article 4 (Public notices) of the company's Articles of Incorporation, and at the same time to provide for measures to be taken in the event that for reasons beyond the Company's control it becomes impossible to issue notifications.

(3) Raising of the limit on number of authorized shares

In order to assure flexibility in fund-raising in the future, it is proposed to amend the number in the present Article 5 (Number of shares authorized to be issued) of the Company’s Articles of Incorporation to 1,388,000 shares.

2. Content of the amendment

The amendments are as set out below.

(Underlines indicate the amended portions)

Present Articles of Incorporation	Proposed amendments
<p>Article 2 (Objectives)</p> <p>The objective of the Company shall be to engage in any or all of the following business activities.</p> <p>(1)–(20) (Omitted)</p> <p>(New)</p> <p>(New)</p> <p>(21) (Omitted)</p>	<p>Article 2 (Objectives)</p> <p>The objective of the Company shall be to engage in any or all of the following business activities.</p> <p>(1)–(20) (Unchanged)</p> <p>(21) <u>Educational business for the purpose of human resource development</u></p> <p>(22) <u>Temporary staffing business</u></p> <p>(23) (Unchanged)</p>
<p>Article 4 (Public notices)</p> <p>Public notices by the Company shall be <u>inserted in the Nihon Keizai Shimbun.</u></p>	<p>Article 4 (Public notices)</p> <p>Public notices by the Company shall be <u>made by electronic public notice, provided that in the event that for any unavoidable reason it is not possible to make an electronic public notice, the notice shall be inserted in the Nihon Keizai Shimbun.</u></p>

Article 5 (Number of shares authorized to be issued)	Article 5 (Number of shares authorized to be issued)
The total number of shares authorized to be issued by the Company shall be <u>586,000</u> .	The total number of shares authorized to be issued by the Company shall be <u>1,388,000</u> .

Notes

1. The proposed amendments are subject to approval by the 17th ordinary general meeting of shareholders of the Company due to be held on June 29, 2005.
2. The address of the website on which public notices are posted is due to be determined by the Board of Directors at its meeting due to be held on the same day as the aforementioned ordinary general meeting of shareholders after the approval of the proposal.