

Company No. 1670887

THE COMPANIES ACT 1985 - 1989

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

of FINSURE PREMIUM FINANCE LIMITED

passed the 31st August 2000

At a general meeting of the members of the above-named company, duly convened and held at CROWN HOUSE 145 CITY ROAD LONDON EC1V 1LP ENGLAND on the 31st August 2000, the following ORDINARY RESOLUTIONS were passed:

**INCREASE IN
AUTHORISED
SHARE CAPITAL**

THAT the share capital of the company be increased from £100.00 to £1000000.00 by the creation of the following new shares:


999900 ORDINARY SHARES shares of £1.00 each ranking in all respects pari passu with the 100 existing ORDINARY SHARES shares of £1.00 each in the capital of the company.

**RENEWAL OF
AUTHORITY TO
ALLOT SHARES**

THAT the directors be and they are hereby generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 to exercise any power of the company to allot and grant rights to subscribe for or to convert securities into shares of the company up to a maximum nominal amount equal to the nominal amount of the authorised but unissued share capital at the date of the passing of this resolution. Provided that the authority hereby given shall expire five years after the passing of this resolution unless (subject to the said section 80) previously renewed, revoked or varied save that the directors may, notwithstanding such expiry, allot any shares or grant any rights under this authority in pursuance of an offer or agreement so to do made by the company before the expiry of this authority.

Signed: _____



 Chairman / Secretary

