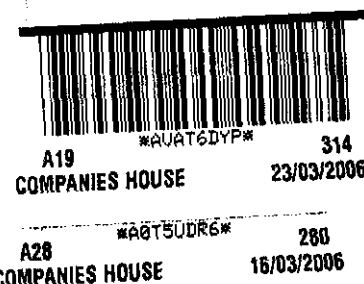


THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
RESOLUTIONS

of
ORBIT BENEFITS LIMITED

Company Number 01860772

(Passed on 8 March 2006)



At an **EXTRAORDINARY GENERAL MEETING** of the above-named Company, duly convened and held at 55 Bishopsgate, London EC2N 3BD on 8 March 2006 at 11am, all of the following resolutions were passed as Special Resolutions.

SPECIAL RESOLUTIONS

THAT:

- 1 The existing article 8.2 of the articles of association of the Company be deleted and the new article 8.2 (in the form set out below) be substituted in its place:

"In accordance with Sections 171 to 179 of the 1985 Act, the Directors shall (subject to Article 7 and to Sub-Article 1 of these Articles) be authorised to make a payment in respect of the redemption or purchase under Section 160 or (as the case may be) Section 162 of the 1985 Act, of its own shares otherwise than out of its distributable profits or the proceeds of a fresh issue of the shares (including by way of payment out of the capital of the Company)."

- 2 The following words be inserted as a new article 3.5(vi) of the articles of association of the Company:

"Should the Company be obliged to redeem any Preference Shares on any occasion when there are insufficient distributable profits available to redeem such Preference Shares, the Company shall apply such profits or monies as are lawfully available (including out of the capital of the Company as per Article 8.2 of these Articles)."

- 3 The following wording be inserted in the section of the articles of association entitled "Interpretation" (and beneath the words "the 1981 Act: means the Companies Act 1981"):

"the 1985 Act: means the Companies Act 1985; and"

- 4 Subject to the passing of resolutions numbered 1-3 (above), the payment of £2,500,000 out of the capital of the Company (as defined in sections 171 and 172 of the Companies Act 1985) in respect of the redemption of all of the preference

shares of £1.00 each currently in issue (being 2,500,000 preference shares in total)
be authorised and approved.



CHAIRMAN