

Company Number: 2414417

RDM FACTORS LIMITED
(the "Company")

**RESOLUTION OF THE SHAREHOLDERS
PASSED PURSUANT TO SECTION 381A OF
THE COMPANIES ACT 1985**

Passed: 15 December 2006

I hereby certify that all of the members of the Company for the time being entitled to receive notice of and to attend and vote at extraordinary general meetings of the Company, passed the following resolution as a Special Resolution of the Company by each signing a copy of the resolution as a written resolution pursuant to Section 381A of the Act and each member agreed that the said resolution shall for all purposes be as valid and effective as if passed as a Special Resolution at an extraordinary general meeting of the Company duly convened and held:

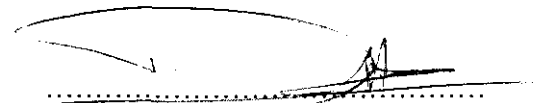
SPECIAL RESOLUTION

FINANCIAL ASSISTANCE

THAT the giving by the Company of financial assistance for the purpose of the proposed acquisition by SME Invoice Finance Limited of 95,000 Ordinary Shares of 1p each, 7,300 B Ordinary Shares of 1p each, 46,614 Convertible A Preference Shares of 1p each and 3,060 Convertible B Preference Shares of 1p each in the issued share capital of the Company and taking the form described in the Statutory Declaration sworn on the date of the passing of this resolution by all the directors of the Company (a copy of which together with the annexed reports by the Company's auditors have been passed to us) be and is hereby approved pursuant to section 155 of the Companies Act 1985, and that the proposed execution by the Company of the following documents in connection with the acquisition be and are hereby approved and that the directors of the Company are authorised on behalf of the Company to enter into and execute and deliver the same.

Documents:

1. A receivable financing agreement between (1) Lloyds TSB Commercial Finance Limited and (2) the Company.
2. A guarantee and indemnity between (1) SME Invoice Finance Limited (2) the Company and (3) Lloyds TSB Commercial Finance Limited.
3. An all assets debenture in favour of Lloyds TSB Commercial Finance Limited.
4. An inter company loan agreement to be made between (1) SME and (2) the Company.


David Hogg - Director

