

RHYS FRANCIS INSURANCE SERVICES LIMITED

Company No:
2957828

Passed:
25 March 2002

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named Company duly convened and held at Unit 3, New Fields Business Park, 2 Stinsford Road, Poole, Dorset, BH17 0NS on Monday 25 March 2002 at 2pm the following Resolution was duly passed as Ordinary Resolution.

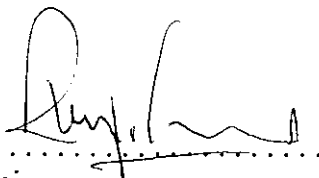
Resolution

1. *"That the authorised share capital of the Company be increased from £1,000 to £2,000 by the creation of 1,000 Ordinary 'A' shares of £1.00 each having the rights and restrictions as set out below."*

The Ordinary Shares and Ordinary 'A' Shares shall rank pari passu in all respects save as hereinafter provided as regards voting:-

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, on a show of hands every member present in person shall have one vote and on a poll every member shall have one vote for each share of which he is holder, Provided that:

- i) *The holders of the Ordinary 'A' Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any General Meeting of the Company by virtue or in respect of their Ordinary 'A' Shares.*


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Chairman

25/3/02.
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Date

