

The Companies Act 1985

Private Company Limited by Shares

WRITTEN RESOLUTION

Of

SMITHSON MASON GROUP LIMITED

(Registered in England & Wales under number 3027964)

Pursuant to section 381A of the Companies Act 1985 (as amended)

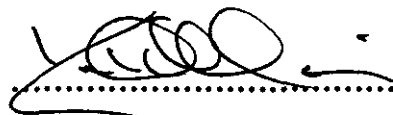
Passed the 31st day of March 2003

We, the undersigned member of the above-named company (the "Company"), being the sole member for the time being of the Company entitled to receive notice of and to attend and vote at a General Meeting of the Company, hereby resolve to pass the following resolution to take effect as a special resolution of the Company pursuant to section 381A of the Companies Act 1985 (as amended).

SPECIAL RESOLUTION

The terms of and the transactions contemplated by the resolutions of the Company's Board of Directors as recorded in the extract of the board minutes attached as the Appendix hereto be and are hereby approved, ratified and confirmed.

**Signed for and on behalf of The
Folgate Partnership Limited by:**

.....(Director/Secretary)



SMITHSON MASON GROUP LIMITED
(Registered Number 3027964)
(the "Company")

Minutes of a meeting of the Board of Directors of the Company held by telephone conference call pursuant to Regulation 33 of the Articles of Association of the Company on **31st** March 2003 at ~~am/pm~~ **4:35pm**.

PRESENT: K. Maciver (**Chairman**)
A. Linnell
T. Philip
IN ATTENDANCE Tim Craton (**Legal Counsel**)

1. QUORUM

Kenny MacIver was appointed Chairman of the meeting. The Chairman reported that notice of the meeting had been given to all the directors and that the quorum necessary for a meeting of directors was present. The Chairman confirmed that all directors present could hear and be heard and that each had copies of all those documents to be discussed at the meeting.

2. PURPOSE

The Chairman reported to the meeting that an agreement (the "**Acquisition Agreement**") was proposed to be entered into between (1) Cowburn Insurance Brokers Limited (the "**Vendor**") (2) the Company, a wholly owned subsidiary of The Folgate Partnership Limited (3) Michael Dan Cowburn (the "**Warrantor**") and (4) The Folgate Partnership Limited for the sale and purchase of the business and certain assets of the Vendor (the "**Business**") by the Company (the "**Acquisition**") and that the purpose of the meeting was to deal with matters relating to the Acquisition.

IT WAS NOTED that, unless otherwise provided, the same definitions would be used in these minutes as are used in the Acquisition Agreement.

3. DIRECTORS' INTERESTS

The directors declared their interests in the matters to be dealt with at the meeting pursuant to section 317 of the Companies Act 1985 ("**the Act**"). **IT WAS NOTED** that notwithstanding their declared interests, the directors were entitled to vote and count in the quorum of the meeting.

4. DOCUMENTS TABLED

The following documents were produced to the meeting:

- 4.1 Acquisition Agreement;
- 4.2 Disclosure Letter;
- 4.3 Due Diligence Report;
- 4.4 Management Accounts;
- 4.5 The Portfolio;
- 4.6 Service Agreement to be made between the Company and Mike Cowburn (the "Service Agreement");

(together the "Documents" and each a "Document").

5. WRITTEN RESOLUTION

section 381a of the Act

- 5.1 It was reported to the meeting that it was proposed to pass a written resolution ("Written Resolution") in accordance with the ~~existing articles of association of the Company~~ to approve the Acquisition.
- 5.2 There was then produced to the meeting a Written Resolution. After due and careful consideration of the terms of the Written Resolution IT WAS RESOLVED that the Written Resolution be and is hereby approved in the form produced to the meeting, subject to this being put to the shareholder(s) of the Company and the shareholder(s) of the Company passing the Written Resolution without amendment.
- 5.3 The meeting was adjourned for the Written Resolution to be put to the shareholder(s) of the Company. On resumption, the Chairman reported that the Written Resolution had been duly passed.

6. APPROVAL OF DOCUMENTS

The meeting then considered each Document in detail IT WAS NOTED that pursuant to the Acquisition Agreement the Company was to purchase the business and certain assets, comprising the general insurance brokerage of the Vendor.

After due and careful consideration of the terms and conditions of the Documents it was decided that, the approval of and (where appropriate) entry into the Documents was in the best interests of the Company and accordingly IT WAS RESOLVED that:

- 6.1 the terms of each of the Documents and the transactions contemplated thereby be and are hereby approved;
- 6.2 the execution, delivery and performance of those of the Documents to be executed by the Company be and are hereby approved;

6.3 any one director (or any two directors or a director and the Company secretary in the case of any of the Documents which are required to be executed as a deed) be and is hereby authorised to execute and deliver those of the Documents to be executed by the Company (substantially in the form produced to the Meeting) and to take all such other action as he or they in their absolute discretion might consider necessary in connection with such Documents including without limitation:

6.3.1 to approve all or any amendments to and settle the final terms of and agree any of the Documents, or any agreements or other documents ancillary or related thereto or actions related thereto which such director or directors may consider necessary or desirable in connection with the proposed arrangements or any related or ancillary matter;

6.3.2 to authorise and effect the approval, execution, issue and delivery of any additional document, agreement or action which such director or directors may consider necessary or desirable in connection with the proposed arrangements or any ancillary matter;

6.3.3 to take such other action on behalf of the Company as such director or directors may, in his or their absolute discretion, deem necessary or desirable in the interests of the Company in connection with the proposed arrangements, and all matters incidental or relating thereto;

6.3.4 to note and approve each of the Documents subject to such amendment and modification as may be agreed between the Vendor and the Company and as any director in his absolute discretion may think fit and to initial the same for the purposes of identification; and

6.3.4 generally to exercise all such powers of the board of directors as such director or directors may deem necessary or appropriate for any of the foregoing purposes.

7. COMPLETION REQUIREMENTS FOR THE VENDOR

Particular attention was drawn to clause 4 of the Acquisition Agreement and to the documents required to be produced by the Vendor to the Company.

8. COMPLETION REQUIREMENTS FOR THE COMPANY

IT WAS NOTED that immediately upon fulfilment by the Vendor of their obligations under clause 4 of the Acquisition Agreement, the Company was required to carry out the following acts ("**Completion Acts**"):

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- 7.1 satisfy the payment of the first tranche of the Initial Consideration upon the terms set out in Clause 5.4 of the Acquisition Agreement; and
- 7.2 deliver to the Vendor a counterpart of the Disclosure Letter signed by the Company by way of receipt;
- 7.3 enter into the Service Agreement as considered in paragraph 9 below.

9. APPOINTMENT OF DIRECTOR

IT WAS NOTED that Mike Cowburn had consented to act as a director of the Company and after consideration **IT WAS RESOLVED** that he be appointed to such office with immediate effect and that the Company secretary be directed to arrange for the filing with the Registrar of Companies Form 288a recording the appointment of such director.

10. SERVICE AGREEMENT

There was produced to the meeting a service agreement proposed to be made between the Company and Mike Cowburn (the "Service Agreement"). The terms of the Service Agreement was then carefully noted.

After due and careful consideration of the terms and conditions of the Service Agreement it was decided that the entry into the Service Agreement was in the best interests of the Company and accordingly **IT WAS RESOLVED** that:

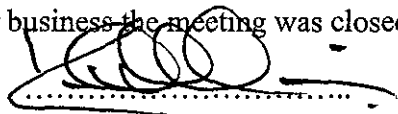
- 10.1 the content of the Service Agreement be and is hereby approved; and
- 10.2 that any one director be and is hereby authorised to execute and deliver the Service Agreement and to take all such other actions as he in his absolute discretion might consider necessary in connection with the Service Agreement, including without limitation to approve all or any amendments to and settle the final terms of the Service Agreement which such director may consider necessary or desirable in connection with the Service Agreement.

11. COMPLETION ACTS

The Completion Acts having been carefully considered **IT WAS RESOLVED** that the Completion Acts be and are hereby approved and that any director be authorised to take such acts as may be necessary to carry out and give effect to the Completion Acts. *The secretary was instructed to despatch a copy of the*

12. CLOSE

There being no further business the meeting was closed.



written resolution referred to in paragraph 5 above to the Company's auditors in accordance with the Act.

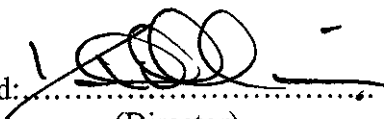
RL

*(Copy
secretary)*

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Chairman

Certified as a true, complete
and up-to-date copy of the original:

Signed: 
(Director)

Print name:...K. MACIVER

Date:.....31st.....March 2003