

Company No. 3345319

THE COMPANIES ACT 1985 AND 1989

COMPANY LIMITED BY SHARES

RESOLUTIONS

OF

FINANCIAL DYNAMICS HOLDINGS LIMITED

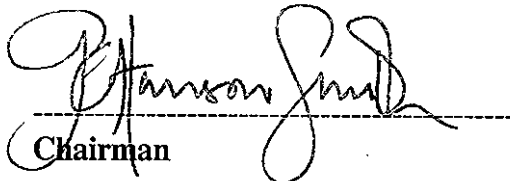
("the Company")

Passed 18 December 1998

At an Extraordinary General Meeting of the Company duly convened and held on the above date the following Special Resolution were duly passed:

SPECIAL RESOLUTION

1. That the Directors be and they are hereby authorised, pursuant to section 95 of the Companies Act 1985 ("the Act") to allot 66,667 ordinary shares of £1 each in the capital of the Company for cash at £30 per share to the Paxton Trust Company Limited as if section 89(1) of the Act and Article 3.1 and 3.2 of the Company's Articles of Association did not apply to such allotment provided that the authority conferred by this Resolution shall expire at 11.00 pm on 31 December 1998.


Chairman

