

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**WRITTEN RESOLUTIONS**  
of  
**FINANCIAL DYNAMICS HOLDINGS LIMITED**  
**("Company")**



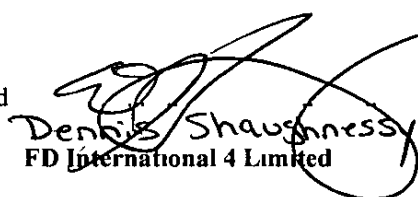
In accordance with section 381A of the Companies Act 1985, we resolve that

- 1 Pursuant to section 80 of the Companies Act 1985 ("Act") and in substitution for all existing authorities under that section (to the extent unused), the directors be and are generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of section 80 of the Act) up to a maximum amount of £3,830,889 provided that (unless previously revoked, varied or renewed) this authority shall expire on the fifth anniversary of the date of this resolution, save that the Company may make an offer or agreement before such expiry which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities pursuant to any such offer or agreement as if the authority conferred by this resolution had not expired
- 2 subject to the passing of resolution 1 above, the directors be generally empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of section 94 of the Act) for cash pursuant to the authority conferred by resolution 2 above up to an aggregate nominal amount of £3,830,889 as if section 89(1) of the Act did not apply to such allotment provided that such power shall expire on the fifth anniversary of the date of this resolution, save that the Company may make an offer or agreement before such expiry which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities pursuant to any such offer or agreement as if the power conferred by this resolution had not expired

Signed by, or by duly authorised representatives on behalf of, all the members of the Company who as at the date of these resolutions would be entitled to attend and vote at a general meeting of the Company had the resolutions been put to such a meeting

Signature of these resolutions by any holders of any class of shares in the Company shall also constitute their consent as holders of that class of shares to the passing of the resolutions set out above and to any variations to or abrogation of the rights of that class of shares resulting from the resolutions set out above

Signed

  
Dennis Shaughnessy  
FD International 4 Limited

Dated

18 September 2007 at 10.15pm