

CLERICAL MEDICAL FINANCE PLC
(the "Company")

Registered Office

15 St James's Square
London SW1Y 4LQ

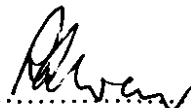
Registered in England No 3850542

WRITTEN RESOLUTION OF THE SHAREHOLDERS

Clerical Medical Investment Group (Holdings) Limited and Robert Philippe Walther, being the shareholders of the Company, hereby pass the following resolutions as if they were passed at a general meeting of the Company duly convened and held:

RESOLVED THAT

- 1 The authorised share capital of the Company be increased from £50,000 to £225,000 by the creation of an additional 175,000 ordinary shares of £1 each.
- 2 The Directors are unconditionally authorised, pursuant to Section 80 of the Companies Act 1985, to allot relevant securities (as defined in the Act) up to a maximum amount of £175,000 at any time during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of such period and that the provision of Article 2.4 of the Company's Articles of Association shall not apply to the allotment and issue of such shares.


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Name: R G Ward

Title: Finance Director

For and on behalf of Clerical Medical Investment Group (Holdings) Limited

Date:


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Robert Philippe Walther

Date: 1/12/99

