

No. 3940496

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

of

BLUESURE LIMITED

(Effective 12 February 2003)

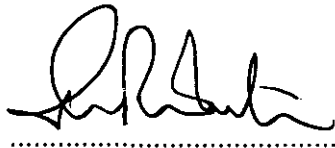
The following resolutions were duly agreed to by all the members of the Company in accordance with section 381A Companies Act 1985 as one Ordinary Resolution and one Special Resolution with effect from 12 February 2003

ORDINARY RESOLUTION

THAT in substitution for all existing authorities which are hereby revoked, the directors be and hereby are generally and unconditionally authorised pursuant to section 80 Companies Act 1985 (the "Act") to allot further relevant securities up to a maximum nominal amount of £8,015,592 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date of the passing of this resolution and 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 in pursuance of that offer or agreement;

SPECIAL RESOLUTION

THAT in substitution for all existing authorities the directors be and hereby are empowered in accordance with section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution (1) as if section 89(1) of the Act did not apply to the allotments.



DIRECTOR



Registered Number: 3940496

THE COMPANIES ACT 1985
WRITTEN RESOLUTIONS
of
BLUESURE LIMITED
(the "Company")

We, the undersigned, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at general meetings of the Company unanimously resolve in accordance with section 381A of the Companies Act 1985:

ORDINARY RESOLUTION


- (1) **THAT** in substitution for all existing authorities which are hereby revoked, the directors be and hereby are generally and unconditionally authorised pursuant to section 80 Companies Act 1985 (the "Act") to allot further relevant securities up to a maximum nominal amount of £8,015,592 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date of the passing of this resolution and 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 in pursuance of that offer or agreement;

SPECIAL RESOLUTION

- (2) **THAT** in substitution for all existing authorities the directors be and hereby are empowered in accordance with section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution (1) as if section 89(1) of the Act did not apply to the allotments.

Dated: *12 FEBRUARY* 2003

Signed by:


.....
Benfield Holdings Limited

.....
Jeremy Coll

.....
Anthony Martin

1

of

(the "Company")

ORDINARY RESOLUTION

- ## SPECIAL RESOLUTION

- Dated: 12 FEBRUARY 2003

Program: Cell

Jeremy Coll

written resolution doc.

Registered Number: 3940496

THE COMPANIES ACT 1985
WRITTEN RESOLUTIONS
of
BLUESURE LIMITED
(the "Company")

We, the undersigned, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at general meetings of the Company unanimously resolve in accordance with section 381A of the Companies Act 1985:

ORDINARY RESOLUTION

- (1) **THAT** in substitution for all existing authorities which are hereby revoked, the directors be and hereby are generally and unconditionally authorised pursuant to section 80 Companies Act 1985 (the "Act") to allot further relevant securities up to a maximum nominal amount of £8,015,592 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date of the passing of this resolution and 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 in pursuance of that offer or agreement;

SPECIAL RESOLUTION

- (2) **THAT** in substitution for all existing authorities the directors be and hereby are empowered in accordance with section 95 of the Act to allot equity securities (within the meaning of section 94(2) of the Act) pursuant to the authority conferred by resolution (1) as if section 89(1) of the Act did not apply to the allotments.

Dated: *12 FEBRUARY* 2003

Signed by:

.....
Benfield Holdings Limited

.....
Jeremy Coll

Anthony Martin
.....
Anthony Martin