

Company number: 4014156

PROFESSIONAL FINANCIAL PARTNERSHIPS PLC

SPECIAL RESOLUTION

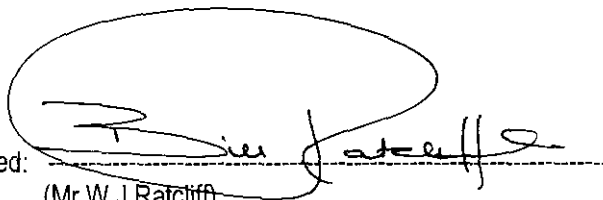
The following Special Resolution was passed by the Members at an Extraordinary General Meeting held on 30 January 2004 at 7 The Square, Branton, Devon EX33 2JD.

1. That the conversion of the status of the company as a Public Limited Company to a Private Limited Company was passed.
2. The Memorandum and Articles are to change to take out the mention of the word PLC and replace them with the word LTD.

The above Special Resolution was agreed by all the shareholders of the company.

Signed:

(Mr W J Ratcliff)

A handwritten signature in black ink, appearing to read 'W J Ratcliff', is written over a horizontal dashed line. The signature is enclosed within a large, hand-drawn oval.