

THE COMPANIES ACTS 1985 TO 2006

PRIVATE COMPANY LIMITED BY SHARES

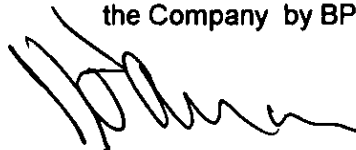
WRITTEN RESOLUTION OF THE SOLE MEMBER OF

**JMD SPECIALIST INSURANCE SERVICES LIMITED (company number 4290090)
(the "Company")**

We, the undersigned, being the sole member of the Company who, at the date of this written resolution, would be entitled to attend and vote at general meetings of the Company HEREBY RESOLVE, pursuant to section 381A of the Companies Act 1985, to pass the following resolutions as special resolutions and agree that the resolutions shall, for all purposes, be as valid and effective as if the same had been passed by us at a general meeting of the Company duly convened and held

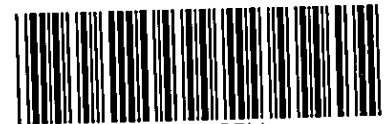
1. THAT, subject to compliance with sections 155 to 158 of the Companies Act 1985 (the "Act"), the giving by the Company of financial assistance within the meaning of sections 151-152 of the Act for the purpose of the acquisition of shares in the Company's holding company, JMD Specialist Insurance Services Group Limited ("Group") in the form described in the statutory declarations sworn by the directors of the Company pursuant to section 155(6) of the Act on the date of this resolution be approved
2. THAT the execution, delivery and performance by the board of directors of the Company of
 - (a) a composite guarantee and debenture given by the Company and Group in favour of B P Marsh & Company Limited ("BPM") in respect of a loan agreement to be entered into between Group and BPM and the grant of fixed and floating charges over its assets and undertaking in favour of BPM, and
 - (b) such other documentation and such action as may be required in order to carry out the matters referred to above,

be approved, notwithstanding any personal interest of any member of the Company, and even though the execution, delivery and performance of such documents and such actions constitutes financial assistance in connection with the acquisition of shares in the Company by BPM



Signed by its duly authorised officer for and on behalf of
JMD Specialist Insurance Services Group Limited

SATURDAY



A03 *AGE8AOBL* 31/03/2007
COMPANIES HOUSE

109

Dated 21st MARCH 2007