

**Company No: 04586904**

**The Companies Act 1985**  
**COMPANY LIMITED BY SHARES**  
**SPECIAL RESOLUTIONS**  
**passed as**  
**WRITTEN RESOLUTIONS**  
**of**

**FUNDING NETWORK LOANS LIMITED**

(Passed pursuant to section 381A of and Schedule 15A to the Companies Act 1985)

WE, the undersigned, being or representing all the members of the Company, HEREBY RESOLVE as follows:

**RESOLUTIONS**

1. **THAT** subject to compliance with sections 155-158 of the Companies Act 1985, the Company enters into the documents listed in paragraphs 1 to 3 of the Appendix set out below (the "Company Finance Documents").
2. **THAT** the giving of financial assistance by the execution, delivery and performance by the Company of the Company Finance Documents is approved.
3. **THAT** the Company, in good faith and for the purpose of carrying on its business, enter into and perform the transaction to be effected by the Company Finance Documents.
4. **THAT** the provisions (as the same may be amended, varied, supplemented or substituted from time to time) of the Company Finance Documents be and are hereby approved and (notwithstanding any provisions of the memorandum and articles of association of the Company or any personal interest of the directors) the directors of the Company be and are hereby empowered, authorised and directed to complete and enter into the Company Finance Documents.



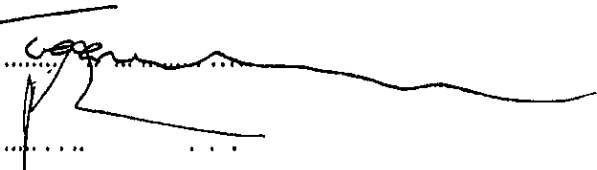
## APPENDIX

1. A secured credit facility comprising a revolving credit loan (the "Facility") to be made available by Landsbanki Commercial Finance (the "Lender") to, inter alios, Paymex Limited (the "Buyer") and the Company, security for which is to be given by the Buyer, the Company, Baines & Ernst Limited and Blair Endersby Limited (together the "Group" pursuant to a facility agreement (the "Facility Agreement") to be entered into by, inter alios, the Lender, the Buyer and the Target and to be used in part in financing the purchase price payable to the Seller for the Acquisition and in part towards the general working capital requirements of the Group;
2. A composite guarantee and debenture (the guarantee contained therein being the "Guarantee" and the debenture contained therein being the "Debenture") whereby:
  - 2.1 the Guarantee to be made between each member of the Group and the Lender pursuant to which the Buyer and each other member of the Group will guarantee to the Lender all monies, liabilities and obligations of the Buyer and any other member of the Group (from time to time) arising under the Facility Agreement or any other finance or security documents entered into in relation to the Facility; and
  - 2.2 the Debenture to be made by each member of the Group in favour of the Lender granting fixed and floating charges over substantially all the assets and undertaking of each member of the Group securing, inter alia, any liability of any member of the Group to the Lender under the Facility Agreement and any other finance and security documents entered into in relation to the Facility including the Guarantee;
3. An intercreditor agreement (the "Intercreditor Agreement") to be made between the Lender, the Original Investors (as defined in the Facility Agreement) and each member of the Group containing the terms and conditions regulating certain rights between the parties thereto, including in respect of the payment of monies by the Buyer and each other member of the Group (from time to time) to the Lender and Original Investors.

Dated: 19 March 2007

Name of Shareholder	Signature
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Terrence James O'Neill



Paul Nicholson



Paymex Limited



Attachment: Signed statutory declaration(s) and auditors' report(s)

Copy: Auditors