

WRITTEN RESOLUTION

Registered Number: 4641157

THE COMPANIES ACT 1985

ROLFE & NOLAN GROUP LIMITED

(the "Company")

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS



In accordance with Article 64 of the Articles of Association of the Company, we, all the members of the Company who would, at the date of these resolutions, have been entitled to vote upon them if they had been proposed at a general meeting at which we were present RESOLVE in writing as follows:

ORDINARY RESOLUTIONS

1. THAT the authorised share capital of the Company be increased from £19,425 comprising 490,250 A Ordinary shares of £0.01 each, 29,600 B Ordinary shares of £0.01 each and 1,422,650 Hg Preferred Ordinary shares of £0.01 each by the creation of an additional 9,250 A ordinary shares of £0.01 each to rank pari passu in all respects with the existing A ordinary shares of £0.01 each of the Company and having the same rights as set out in the articles of association of the Company.
2. THAT, in substitution of all existing authorities, the directors be and they are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 Companies Act 1985) provided that the authority hereby granted shall be limited to:

(i) the allotment and issue of a maximum of 64,750 A Ordinary Shares of £0.01 each in the capital of the Company;

for a period expiring (unless previously renewed or revoked by the Company in general meeting) on the date 5 years after the date of the passing of this resolution, but so that the

Company may before such expiry make an offer or agreement 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 notwithstanding that the authority conferred hereby has expired.

SPECIAL RESOLUTIONS

3. THAT, subject to the passing of resolution 2, the directors be and they are hereby empowered pursuant to section 95 Companies Act 1985 to allot equity securities (within the meaning of section 94 Companies Act 1985) pursuant to the authority conferred by resolution 2 as if section 89(1) Companies Act 1985 did not apply to any such allotment provided that this power shall be limited to the allotment of 64,750 A Ordinary shares of £0.01 each in the capital of the Company pursuant to the authority conferred by resolution 2 above for a period expiring (unless previously renewed or revoked by the Company in general meeting) on the date 5 years after the date of the passing of this resolution, but so that the Company may before such expiry make an offer or agreement 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 notwithstanding that the authority conferred hereby has expired.
4. That the Company's Articles of Association be amended in respect of the definition of "Management Shares" so that the definition states as follows:

 "Management Shares" means the Ordinary Shares subscribed by the Executives pursuant to the terms of the Investment Agreement;"

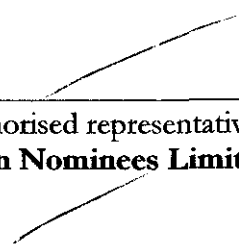
and that a new definition of "Executives" be added stating as follows:

 "Executives" means each of Bob Freeman, Bob Sylverne, Jim Birney, Phil Reed, Paul Miller, Colin Wade, Stephen Lacey and Tim Hearley;"
5. That the Company's Articles of Association be amended in respect of article 20.2 so that it states as follows:


 "20.2 The Directors shall only be entitled to make calls upon the Executives in respect of the monies unpaid on the Management Shares on the occurrence of a Call Up Event."
6. That the Company's Articles of Association be amended in respect of article 20.3 so that it states as follows:

 "20.3 The Executives shall be entitled to pay up any unpaid monies on the Management Shares at any time notwithstanding that no call has been made to pay up those shares."

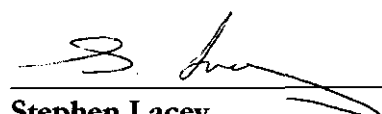
The date of the resolutions is the date on which the last of us to sign them did so.


as authorised representative for
Rowan Nominees Limited

Timothy Hearley

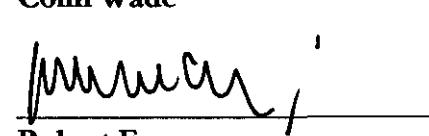

as authorised representative for
Rowan Nominees Limited A/C RR

John Hamer


Stephen Lacey


Colin Wade


Phillip Reed


Robert Freeman


Paul Miller


James Birney


Robert Sylverne


27 JANUARY 2005


Presented by:

Stephen Lacey
Company Secretary
Rolfe & Nolan Group Limited
Lowndes House
1-9 City Road
London EC1Y 1AE

Tel: 0207 374 4841

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