

Number of Company: 4945786

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of Universal Mortgage Services Limited

We, the undersigned, being all the members for the time being of the above-named company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolutions as elective resolutions pursuant to Section 379A of the Companies Act 1985.

We agree that the said resolutions shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held:

ELECTIVE RESOLUTIONS

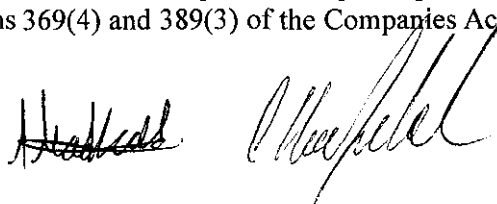
IT WAS RESOLVED TO dispense with the laying of financial statements and reports before the company in general meeting in respect of the period ended 31 March 2005 and subsequent financial years in accordance with Section 252 of the Companies Act 1985.

IT WAS RESOLVED TO dispense with the holding of the annual general meeting for 31 March 2005 and subsequent years in accordance with Section 366(A) of the Companies Act 1985.

IT WAS RESOLVED THAT the provisions of Section 80A of the Companies Act 1985 shall apply instead of the provisions of Sections 80(4) and (5) of the Companies Act 1985.

IT WAS RESOLVED TO reduce the majority required for the holding of a general meeting (other than Annual General Meetings) and the passing of a special resolution at short notice to 90% in accordance with Sections 369(4) and 389(3) of the Companies Act 1985 as amended by Section 115(3) of the Companies Act 1989.

Signed



Dated

09/08/05

