

5035031

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**SYNERGY INSURANCE SERVICES HOLDINGS LIMITED**

(Passed on 3 August 2006)

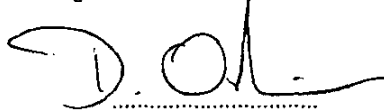
On 3 August 2006 the following resolutions were duly passed as written resolutions of the Company pursuant to section 381A of the Companies Act 1985 (as amended):

**ORDINARY RESOLUTIONS**

1. **THAT**, each of the issued 100 Ordinary Shares of £1 each in the capital of the Company be and are hereby subdivided into 1000 Ordinary Shares of 10p each.
2. **THAT**, the authorised share capital of the Company be increased from £100 to £20,010,000 by the creation of 20,000,000 Preference Shares of £1 each and 26,750 'A' Ordinary Shares of 10p each and by the creation of an additional 72,250 Ordinary Shares of 10p, such shares to have the rights and be subject to the restrictions set out in the new Articles of Association of the Company adopted pursuant to resolution 4 below.
3. **THAT**, the Directors be and they are hereby authorised generally and unconditionally pursuant to and in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80(2) of the Act up to an aggregate nominal amount £20,009,900 provided that this authority shall expire on the fifth anniversary of the date on which this resolution is passed save that the Company may before such expiry make an offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred had this resolution not expired.

**SPECIAL RESOLUTION**

4. **THAT**, the new Articles of Association of the Company attached to these Written Resolutions be and they are hereby adopted by the Company as the Company's Articles of Association to the exclusion of and in substitution for the existing Articles of Association of the Company.



Director

WEDNESDAY



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COMPANIES HOUSE