

Company No. 1494399

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION

OF

BMS ASSOCIATES LIMITED

Special Resolution duly passed by Written Resolution of the holders of all the issued A Ordinary Shares in the capital of the Company, in accordance with the Articles of association and is of effect as if agreed by the Company in General Meeting.

SPECIAL RESOLUTION

That notwithstanding anything in the Articles of Association of the Company to the contrary and pursuant to and in accordance with section 80 of the Companies Act 1985 ("the Act") the directors be generally and unconditionally authorised to exercise all the powers of the Company to allot and issue the following B Ordinary Shares of 5 pence each:

1. 2,019 B Ordinary Shares of 5 pence each to AHJ Holdings Limited; and
2. pursuant to the provisions of the Shareholders Agreement dated March 2001 for the acquisition by the Company of issued share capital of BankServe Insurance Services Limited 8,076 B Ordinary Shares of 5 pence each to the Shareholders as defined therein in each case credited as fully paid in return for the transfer to the Company by the Shareholders of 6,800 A ordinary shares respectively in BankServe Insurance Services Limited.

Dated this *2nd* day of August 2006

J. J. F. Hills

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JJF Hills
Company Secretary

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