

Company Number: 3510657

THE COMPANIES ACTS 1985 & 1989
A PRIVATE COMPANY LIMITED BY SHARES

ORDINARY AND SPECIAL RESOLUTIONS

-OF-

BROKER PROFILE LIMITED ("THE COMPANY")

At an Extraordinary General Meeting of the Company duly convened and held at *7-9 Coptwell Ave, London EC2R 7NJ* on the *29th* day of *July* 2005 Resolutions 1 and 2 were duly passed as Ordinary Resolutions and Resolution 3 was duly passed as a Special Resolution:-

ORDINARY RESOLUTIONS

1. THAT pursuant to Section 320(1) of the Companies Act 1985 the acquisition by the Company of 200 ordinary shares of £1.00 each in City Profile Group Limited from Jonathan Gillen and Simon Courtenay-Snipp (both directors of the Company) in consideration for £397,500 in cash *and the allotment of 312 ordinary shares of £0.01 each in the Company respectively be and is hereby approved.*
2. THAT the Directors be generally and unconditionally authorised in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities (as defined in that section) up to an aggregate nominal amount of the Company's authorised share capital at any time or times during the period of 5 years from the date of this Resolution and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.

SPECIAL RESOLUTION

3. THAT pursuant to Article 4(c) of the Company's Articles of Association, the allotment of 312 ordinary shares of £0.01 each in the Company to Simon Courtenay-Snipp be and is hereby approved.

DATED: *29th July* 2005

Rose Mutt
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COMPANY SECRETARY

