

THE COMPANIES ACTS 1985 and 1989

Company Limited by Shares

WRITTEN RESOLUTIONS

of

INSURE-COM LIMITED

("the Company")

Passed 17th December 2002

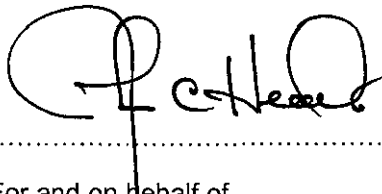
We Heracles C L.L.C, being the sole member of the Company who at the date of this resolution is entitled to receive notice of and to attend and vote at general meetings of the Company, HEREBY RESOLVE AS FOLLOWS as written resolutions in accordance with Regulation 53 of the Companies Act 1985 Table A (SI 1985/805) (as amended) which is incorporated by reference into the Articles of Association of the Company:

Ordinary Resolutions

- 1 That the share capital of the Company be increased by £9,500,000 from £5,500,000 to £15,000,000 by the creation of 9,500,000 additional cumulative redeemable preference shares of £1 each.
- 2 That the Directors of the Company be hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to allot relevant securities up to an aggregate nominal amount of £15,000,000 for the period expiring on the fifth anniversary of the passing of this Resolution.

Special Resolution

- 3 That the Directors be hereby empowered to allot or make offers or agreements to allot equity securities pursuant to the authority granted by Resolution 2 of this Written Resolution as if Section 89(1) of the Companies Act 1985 did not apply to any such allotment.



For and on behalf of

Heracles C L.L.C.

