

**THE COMPANIES ACT 1985, AS AMENDED
COMPANY LIMITED BY SHARES**

ORDINARY AND SPECIAL RESOLUTIONS

- of -

**CABOT FINANCIAL DEBT RECOVERY SERVICES LIMITED
(passed on 30 August 2000)**

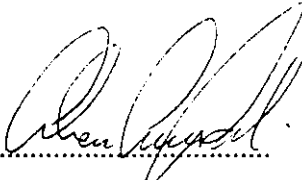
At an Extraordinary General Meeting of the above named Company duly convened and held on 30 August 2000, the following Resolutions were duly passed as (in the case of Resolutions 1 and 2) Ordinary Resolutions and (in the case of Resolution 3) a Special Resolution of the Company:

ORDINARY RESOLUTIONS

1. That the authorised share capital of the Company be increased to £1,000,000 by the creation of 999,900 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That in accordance with Section 80 of the Companies Act 1985, the directors be generally and unconditionally authorised, for the period commencing on and with effect from the date of the passing of this resolution and expiring on the fifth anniversary of that date, to exercise all the Company's powers to allot up to 924,000 shares of £1 each in the capital of the Company.

SPECIAL RESOLUTION

3. That the pre-emption provisions in Section 89 of the Companies Act 1985 be excluded and shall not apply to the allotment of 924,000 £1 shares pursuant to the authority granted to the directors by resolution 2.

Signed 
Chairman of the meeting

