

The Companies Act 1985

Company Limited by Shares

6454025

**Resolution of The Insurance Partnership Commercial Finance Limited**

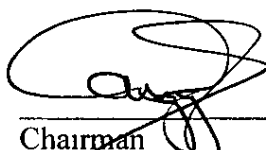
Passed on *9 January* 2008

At an EXTRAORDINARY GENERAL MEETING of the Company duly convened and held at *Partnership House, Priory Park, East, Hull* on *9 January* 2008 the following Resolutions were duly passed as Ordinary Resolutions of the Company

Resolutions

1 That the authorised share capital of the Company be and it is hereby increased by £1000 to £2000 by the creation of an additional 1000 shares of £1 each ranking *pari passu* in all respects as one class of shares with the existing shares in the capital of the Company

2 That the Directors be and they are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot relevant securities (within the meaning of that Section), or to grant any right to subscribe for or to convert any security into, relevant securities in the Company up to a maximum nominal amount of £2000 at any time or times within the period of five years of the date of incorporation of the Company save that the Company may before such expiry of the authority make any offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after the expiry of the authority

  
Chairman

THURSDAY



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14/02/2008

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COMPANIES HOUSE