

Ordinary Resolution of
5 Point Financial Planning Limited

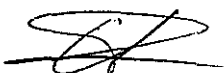
Company No: 04962087

Passed: 27 March 2004

The Companies Acts 1985 and 1989

At an Extraordinary General Meeting of the above-named company duly convened and held at The Old Bank, High Street, Weedon, Northampton NN7 4QD on 27 March 2004 at 4.30pm, the following resolutions were duly passed as ordinary resolutions:

1. It was resolved that the authorised share capital of the company be and is hereby increased to £64,000 comprised as follows:
 - a. 1,000 ordinary A shares of £1 each
 - b. 200 ordinary C shares of £1 each
 - c. 200 ordinary G shares of £1 each
 - d. 200 ordinary I shares of £1 each
 - e. 200 ordinary N shares of £1 each
 - f. 200 ordinary T shares of £1 each
 - g. 62,000 redeemable preference shares of £1 each
2. It was resolved that the rights of the ordinary shares of classes A, C, G, I, N & T authorised prior to this current meeting remain unchanged.
3. It was resolved that the new redeemable preference shares shall:
 - a. Carry no votes or voting rights whatsoever
 - b. Not be entitled to any dividends whatsoever before 31 March 2007
 - c. Be redeemable at par value at the earliest of:
 - i. 31 March 2007,
 - ii. the date that the company terminates its membership agreement with Sesame Limited, of Burleigh House, Chapel Oak, Salford Priors, Worcestershire WR11 8SP,
 - iii. the date that the company goes into liquidation, and
 - iv. the date that the number of individuals engaged by the company to provide investment advice falls below ten.
4. It was resolved that the directors be and are hereby unconditionally authorised as required by section 80 of the Companies Act 1985 to allot the company's shares up to the amount of its unissued authorised capital at any time or times during the period of five years from the date of this resolution.



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Chairman



27 March 2004

Date