

Certified as a true copy

[Signature]

21.12.98

COMPANY SECRETARY

Company No.2570541

CASHFAC INITIATIVE LIMITED
(the "Company")

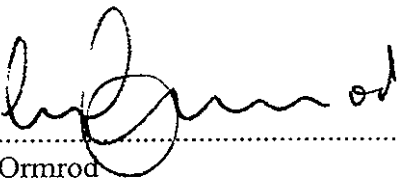
**WRITTEN RESOLUTION OF ALL THE MEMBERS OF THE COMPANY
PASSED IN ACCORDANCE WITH REGULATION 53 OF TABLE A**

We, the undersigned, being all the Members of the Company for the time being entitled to receive notice of and attend and vote at general meetings of the Company HEREBY RESOLVE by way of WRITTEN RESOLUTION

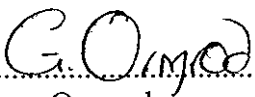
1. That the authorised share capital of the Company be increased from £76,310 to £76,486 by the creation of an additional 1760 Ordinary Shares of 10p each to rank pari passu with the existing Ordinary Shares.
2. That the Memorandum and Articles of Association of the Company be altered to reflect the increase in authorised share capital.
3. That the Directors be and they are hereby generally and unconditionally authorised in accordance with Section 80 of the Companies Act 1985 (the "Act") and in substitution for any existing power to allot relevant securities (within the meaning of Section 80(2) of the Act) but without prejudice to the exercise of any such authority prior to the date hereof, to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £76,486, such authority to expire on the date falling five years from the date of this resolution, save that the Company may make an offer or agreement which would or might require relevant securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot relevant securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired;
4. That the Directors be and they are hereby empowered in substitution for any existing power under Section 95 of the Act but without prejudice to the exercise of any such authority prior to the date hereof, pursuant to Section 95 of the Act, to allot equity securities (as defined in Section 94(2) of the Act) for cash pursuant to the authority given in accordance with Section 80 of the Act by paragraph (b) of this resolution, as if section 89(1) of the Act did not apply to any such allotment and this power shall expire on the date falling five years from the date of this resolution except that the Company may before such expiry make any offer or arrangement which would or might require equity securities to be allotted after such expiry and notwithstanding such expiry the Directors may allot equity securities in pursuance of any such offer or agreement.



5. That the pre-emption provisions of Article 2(b) of the Articles of Association of the Company shall not to apply to the issue of any shares comprised in the authorised share capital.


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Paul Ormrod

21.12.98
Date


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Gaynor Ormrod

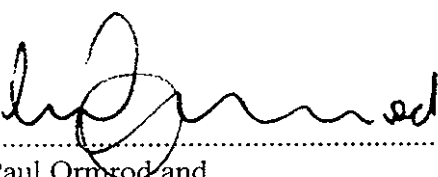
21.12.98
Date

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Albert E Sharp

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Date

.....
John Rickards

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Date


.....
Paul Ormrod and
Union Pension Trustees Ltd

21.12.98
Date

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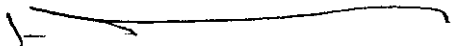
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