

BOX CLEVER FINANCE LIMITED (IN ADMINISTRATIVE RECEIVERSHIP)
(the Company)

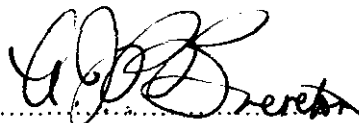
Company Number: 3866452

The Companies Acts 1985 and 1989

We, the undersigned, being all the members of the time being of the above-named Company entitled to receive notice of and to attend and vote at general meetings hereby pass the following resolution and agree that the resolution shall, in accordance with the articles of association of the Company, for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held:

THAT the transfer of the whole of the issued ordinary share capital of the Company from BCFL No.1 Limited to Box Clever Holdings Limited (in administrative receivership) be approved and that, subject to the stock transfer form being duly stamped and presented for registration, Box Clever Holdings Limited (in administrative receivership) be entered in the register of members of the Company.

Dated: 6 May 2005



for and on behalf of BCFL No.1 Limited

