

**ENDEVA FULFILMENT LIMITED (IN ADMINISTRATIVE RECEIVERSHIP)**  
**(the Company)**

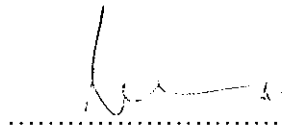
Company Number: 04140198

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, pursuant to section 381A of the Companies Act 1985 as amended by the Companies Act 1989, 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 share capital of the Company from us (Box Clever Holdings Limited (in administrative receivership)) to JPMorgan Chase Bank, N.A. be approved and that JPMorgan Chase Bank, N.A. be entered in the register of members of the Company.

Dated: 12 January 2005



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for and on behalf of Box Clever Holdings Limited (in administrative receivership) acting by its joint administrative receiver as agents and without personal liability.

