

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

Company number: 4140198

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:

1. THAT the following amendments be made to the Articles of Association of the Company:

(i) The inclusion of a new article 2A to read as follows:

"If, and for so long as, the company has only one director, these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to such a company."

(ii) The replacement of the entirety of the existing article 7.2 with the following:

"Notwithstanding any provision to the contrary in these articles, no transfer of any share may be registered without the approval of a member or members holding a majority in value of the issued shares for the time being conferring the right to vote at general meetings of the company, and the directors shall be bound to approve a transfer which has such approval."

(iii) The inclusion of a new article 13A to read as follows:

"Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall not be subject to any maximum but shall not be less than one."

Regulation 64 of Table A shall not apply."

(iv) The inclusion of a new article 23A to read as follows:

"The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one. A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum. In circumstances where there is one director only, that director or his alternate shall exercise all the powers and discretions expressed to be vested in the directors by the regulations of Table A and these articles."

Regulation 89 of Table A shall not apply.

In circumstances where there is more than one director, for the purpose of determining whether a quorum exists for the transaction of the business of the board of directors:

(a) in the case of a resolution of directors, who would (if attending a meeting) comprise a quorum, who are in telephonic communication with one another, any such resolution shall be as valid and effectual as if passed at a meeting of the board of directors duly convened and held;



- (b) *in the case of a meeting of the board of directors, in addition to the directors present at the meeting, any director in telephonic communication with such meeting shall be counted in the quorum and entitled to vote; and*
- (c) *any person attending a meeting of the board, or in telephonic communication with such a meeting, who is acting as an alternate director for one or more directors shall be counted as one for each of the directors for whom he is so acting and, if he is a director, shall also be counted as a director, but not less than two individuals, whether both present at the meeting or in telephonic communication with each other, can be a quorum."*
- (v) The insertion in the existing article 25 of the phrase "*(or, in circumstances where there is only one director, a resolution in writing of that director)*" after the words "*A resolution in writing of all the directors*".
2. That William Hunter of 31 Park Road, Buckden, St. Neots, Cambridgeshire, PE19 5SL be appointed as director of the Company.

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

Date:

11/1/05.