

WRITTEN RESOLUTION

- OF -

EVER 2403 LIMITED

Dated the 13th day of August 2004

I, the undersigned, being the sole member of the Company hereby pass the following Resolution as an Ordinary Resolution of the Company pursuant to section 381A of the Companies Act 1985 and confirm that such Resolution shall be as valid and effective as if it had been passed at an Extraordinary General Meeting of the Company duly convened and held:-

ORDINARY RESOLUTION

1. THAT the purchase by the Company of the goodwill of the business of Paymentcare to be entered into between (1) the Company and (2) Graham Boulger be and it is hereby approved pursuant to section 320 of the Companies Act 1985 and for all other purposes.

NAME

SIGNATURE

Stuart Pender



