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IN THE HIGH COURT OF JUSTICE

No 003627 of 1998

CHANCERY DIVISION

COMPANIES COURT

MR REGISTRAR BUCKLEY

Wednesday 29th day of July 1998

IN THE MATTER OF CARDNET MERCHANT SERVICES LIMITED

- and -

IN THE MATTER OF THE COMPANIES ACT 1985

UPON THE PETITION of the above named Cardnet Merchant Services Limited (the "Company") whose registered office is situate at 71 Lombard Street, London EC3P 3BS preferred unto this Court on 25 June 1998

AND UPON HEARING Counsel for the Company

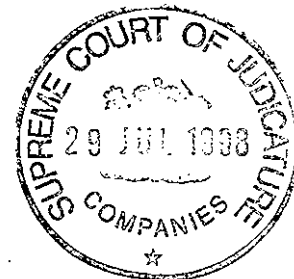
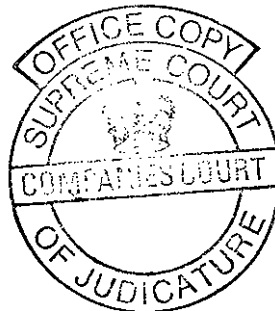
AND UPON READING the said Petition and the evidence

THE COURT CONFIRMS in accordance with the provisions of the above mentioned Act the cancellation of the Share Premium Account of the Company resolved on and effected by a resolution in writing agreed to by the members of the Company and duly passed in accordance with Section 381A of the Companies Act 1985 and which became effective on 24 June 1998

AND IT IS ORDERED

1. That this Order be produced to the Registrar of Companies and that an Office Copy be delivered to him.
2. That notice of registration by the Registrar of Companies of this Order be published once in the "Financial Times" newspaper within 21 days after such registration.

Dated 29th day of July 1998



No 003627 of 1998

IN THE HIGH COURT OF JUSTICE

CHANCERY DIVISION

COMPANIES COURT

MR REGISTRAR BUCKLEY

29 JULY 1998

IN THE MATTER OF
CARDNET MERCHANT SERVICES
LIMITED

- and -

IN THE MATTER OF
THE COMPANIES ACT 1985

ORDER

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