COMPANIES FORM No. 395

Particulars of a mortgage or charge

each register entry for a mortgage or charge.

A fee of £10 is payable to Companies House in respect of

CHFP000

Please do not write in this margin

Pursuant to section 395 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies (Address overleaf - Note 5)

Name of company

For official use

Company number

0926679

* insert full name of Company

Berendsen PMC Limited

Date of creation of the charge

16 February, 2001

Description of the instrument (if any) creating or evidencing the charge (note 2)

FIXED AND FLOATING CHARGE

Amount secured by the mortgage or charge

All monetary and other liabilities and obligations now or at any time owed or incurred by the Company to or in favour of the Security Holder, present or future, actual or contingent, liquidated or unliquidated, whether arising in or by contract, tort, restitution, assignment or breach of statutory duty and whether arising under the factoring agreement made between the Company and Security Holder ("the Agreement") or otherwise.

Names and addresses of the mortgagees or persons entitled to the charge

FORTIS COMMERCIAL FINANCE LIMITED

WESTCOMBE HOUSE

2-4 MOUNT EPHRAIM

TUNBRIDGE WELLS, KENT

Postcode

TN48AS

Presentor's name address and

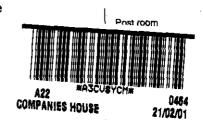
reference (if any):
Fortis Commercial Finance Limited Westcombe House

2-4 Mount Ephraim **Tunbridge Wells**

Kent TN4 8AS

Time critical reference

For official Use Mortgage Section



1. By way of fixed equitable charge:-

- (i) All debts (purchased or purported to be purchased by the Security Holder pursuant to the Agreement) which fail to vest absolutely and effectively in the Security Holder for any reason;
- (ii) All amounts of indebtedness now or at any time hereafter owing or becoming due to the Company on any account whatsoever other than the debts referred to in (i) above:
- (iii) In respect of (i) and (ii) above the benefit of all guarantees, indemnities, insurances, instruments and securities given to or held by the Company in relation to any debt; any ledger, computer data, statement or other records * see related rights in S&C.

2. By way of floating charge

The undertaking and all the property rights and assets of the Company, whatsoever and wheresoever, both present and future, including the Company's stock in trade and its uncalled capital and all the property other than such of the undertaking and property of the Company as shall for the time being be subject to a fixed charge pursuant to this Charge

Please do not write in this margin

Please complete legibly, preferably in black type, or bold block lettering

Particulars as to commission allowance or discount (note 3)

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Signed

Date (6-02-01

On behalf of [company][mortgagee/chargee]†

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† delete as appropriate

Notes

The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.

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- A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage", or "Legal charge", etc, as charge. the case may be, should be given.
- In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his:
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 Cheques and Postal Orders are to be made payable to Companies House.
- 6 The address of the Registrar of Companies is:-

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00926679

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FIXED AND FLOATING CHARGE DATED THE 16th FEBRUARY 2001 AND CREATED BY BERENDSEN PMC LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO FORTIS COMMERCIAL FINANCE LIMITED WHETHER ARISING UNDER THE FACTORING AGREEMENT OR OTHERWISE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 21st FEBRUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd FEBRUARY 2001.

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