

G**COMPANIES FORM No.53****Application by a public company
for re-registration as a private
company****53**Please do not
write in
this margin

Pursuant to section 53 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

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1235394

Name of company

* insert existing full
name of company

* THOMAS BAILEY INVESTMENTS PLC.

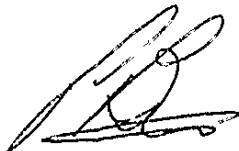
§ insert full name of
company amended to
make it appropriate
for this company
as a private limited
companyapplies to be re-registered as a private company by the name of§
THOMAS BAILEY INVESTMENTS LIMITEDo delete if previously
presented for
registration

and, for that purpose, delivers the following document(s) for registration:

[1 Copy of the special resolution that the company be re-registered as a private company.]o

2 Printed copy of the memorandum and articles of association as altered by the special resolution that
the company be re-registered† delete as
appropriate

Signed

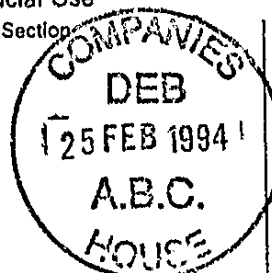


[Director][Secretary]† Date

25/2/94

Presentor's name address and
reference (if any):EVERSHEDS PHILLIPS & BUCK
FITZALAN HOUSE
FITZALAN ROAD
CARDIFF CF2 1XZ

REF: 1/AXW/63

For official Use
General Section

Post room

Lloyds Bank

£200

389989