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COMPANIES FORM No. 128(3)

Statement of particulars of variation of rights attached to shares

128(3)

Please do not write in this margin

Pursuant to section 128(3) of the Companies Act 1985

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

For official use

Company number

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2297958

Name of company

* The Celebrated Group plc

* insert full name of company

§ insert date

On § 5 December 1995 the rights attached to

Number of Shares	Class(es) of share
1,815,784	"A" Ordinary Shares of 25p each

were varied as set out below (otherwise than by amendment of the company's memorandum or articles or by any resolution or agreement to which section 380 of the above Act applies)

Conversion into Ordinary Shares of 25p each ranking pari passu in all respects with the existing Ordinary Shares of 25p each in the capital of the Company

† delete as appropriate

Signed

A. Howard

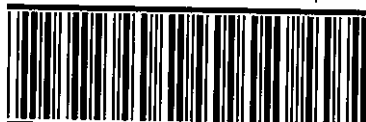
[Director][Secretary]† Date 5. x ii. 95

Presentor's name address and reference (if any):

Messrs Kidd Rapinet
14 & 15 Craven Street
London WC2N 5AD
Ref: PRW/CP

For official Use
General Section

Post room



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COMPANIES HOUSE 06/12/95