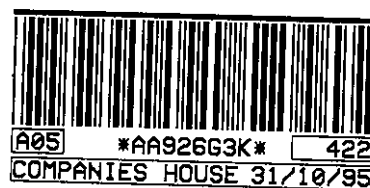


VIVA (CONSUMER PRODUCTS) LIMITED

FINANCIAL ACCOUNTS FOR THE
12 MONTHS ENDED 31st DECEMBER 1994



DENT & COMPANY
CHARTERED ACCOUNTANTS

VIVA (CONSUMER PRODUCTS) LIMITED

DIRECTORS:

R A HOBBS
A M THOMPSON

SECRETARY:

V HOBBS

REGISTERED OFFICE:

Beacon House
1 Willow Walk
Skelmersdale
Lancashire WN8 6UR

REGISTERED NUMBER:

2742091

BANKERS:

National Westminster Bank Plc
W 1 Branch
63 Piccadilly
London W1A 2AG

REPORTING ACCOUNTANT:

Dent & Company
Chartered Accountants
Beacon House
1 Willow Walk
Woodley Park
Skelmersdale

VIVA (CONSUMER PRODUCTS) LIMITED
FINANCIAL ACCOUNTS FOR THE
12 MONTHS ENDED 31st DECEMBER 1994

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1	Report of the Directors
2	Accountants Report
3	Profit and Loss Account
4	Balance Sheet
5	Notes to Accounts

The following page does not form part of the statutory accounts

6	Detailed Trading and Profit and Loss Account
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VIVA (CONSUMER PRODUCTS) LIMITEDREPORT OF THE DIRECTORS

The directors present their report and accounts for the 12 months ended 31st December 1994.

PRINCIPAL ACTIVITY

The principal activity of the company throughout the 12 months was that of the development, promotion and marketing of electrical health care products.

REVIEW OF THE BUSINESS

A summary of the results of the trading for the 12 months is given on page 3 of the accounts.

The directors consider the state of affairs to be satisfactory.

RESULTS AND DIVIDENDS

The retained profit of the company for the 12 months was £23,743.

The directors recommend that this be added to the retained earnings at the beginning of the period and that the net loss of £35,500 be carried forward.

The directors do not recommend the payment of a dividend.

FIXED ASSETS

Changes in fixed assets during the 12 months are set out in note 9 to the accounts.

DIRECTORS

The directors who served during the 12 months and their beneficial interests in the company's issued ordinary share capital were as follows:

		<u>31st December 1994</u>	<u>31st December 1993</u>
R A HOBBS	Ordinary £1 shares	500	500
A M THOMPSON	Ordinary £1 shares	180	180

REPORTING ACCOUNTANT

The company has taken advantage of the removal of the requirement of the Companies Act 1985 for an audit.

Signed on behalf of the board of directors:

V. Hobbs

V HOBBS
Secretary

Approved by the board: 23rd October 1995

ACCOUNTANTS REPORT TO THE MEMBERS OFVIVA (CONSUMER PRODUCTS) LIMITED

We have examined, without carrying out an audit, the accounts for the year ended 31st December 1994 set out on pages 1 to 6.

Respective responsibilities of directors and reporting accountant
As described on page 4(b) the company's directors are responsible for the preparation of the accounts, and they believe that the company is exempt from an audit.

It is our responsibility to examine the accounts and based on our examination to report our opinion, as set out below, to the shareholders.

Basis of opinion

We conducted our examination in accordance with the appropriate standards for reporting accountants issued by the Auditing Practices Board. This examination consisted of comparing the accounts with the accounting records kept by the company and making such limited enquiries of the officers of the company as we considered necessary for the purpose of this report.

The examination was not an audit conducted in accordance with Auditing Standards. Accordingly, we do not provide any assurances that the accounting records are free from material misstatement.

Opinion

In our opinion:

- a) The accounts are in agreement with the accounting records kept by the company under s221 of the Companies Act 1985.
- b) Having regard only to, and on the basis of, the information contained in those accounting records, the accounts have been drawn up in a manner consistent with the accounting requirements specified in section 249C (6) of the Act, and
- c) The company satisfied the conditions for the exemption from an audit of the accounts for the year specified in s.249A(4) of the Act and did not at any time within that year, fall within any of the categories of companies not entitled to the exemption.

Reporting Accountant:

DENT & COMPANY
Chartered Accountants
Beacon House
1 Willow Walk
Woodley Park
Skelmersdale

Sent to 10.

23rd October 1995

VIVA (CONSUMER PRODUCTS) LIMITEDPROFIT AND LOSS ACCOUNT
FOR THE 12 MONTHS ENDED 31st DECEMBER 1994


	Note	£	1994 £	£	1993 £
TURNOVER	2		330,725		296,843
Cost of Sales			137,172		193,018
GROSS PROFIT			193,553		103,825
Distribution Costs		117,524		100,575	
Administrative Expenses		44,901		55,334	
			162,425		155,909
Other Operating Income	6		31,128		(52,084)
			10		724
OPERATING PROFIT/(LOSS)	3		31,138		(51,360)
Interest Payable	7		7,395		7,883
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION			23,743		(59,243)
Tax on Profit on Ordinary Activities	8		-		-
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION			23,743		(59,243)
Retained Loss Brought Forward			59,243		-
Loss Carried Forward			£ 35,500		£ 59,243
			=====		=====

The notes on pages 4a to 4g form part of these accounts.

VIVA (CONSUMER PRODUCTS) LIMITEDBALANCE SHEET
AS AT 31st DECEMBER 1994

	Note	£	1994	£	1993	£
FIXED ASSETS						
Tangible Assets	9		3,519		2,931	
CURRENT ASSETS						
Stock	10	2,210		31,719		
Debtors	11	106,408		201,826		
Cash at Bank and in Hand		83,891		68		
			192,509		233,613	
CREDITORS: amounts falling due within one year	12	92,866		138,375		
NET CURRENT ASSETS			99,643		95,238	
TOTAL ASSETS LESS CURRENT LIABILITIES			103,162		98,169	
CREDITORS: amounts falling due after more than one year			58,332		77,082	
			£ 44,830		£ 21,087	
			=====		=====	
CAPITAL AND RESERVES						
Called Up Share Capital	13		1,130		1,130	
Share Premium Account			79,200		79,200	
Profit and Loss Account	14		(35,500)		(59,243)	
			£ 44,830		£ 21,087	
			=====		=====	

Signed on behalf of the
board of directors



R A HOBBS

Director

Approved by the board: 23rd October 1995

The notes on pages 5a to 5g together with page 4b form part of these accounts.

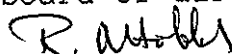
VIVA (CONSUMER PRODUCTS) LIMITEDNOTES TO THE BALANCE SHEET
FOR THE YEAR ENDED 31ST DECEMBER 1994

For the year ended 31st December 1994 the company was entitled to the exemption conferred by ss (2) of s.249A of the Companies Act 1985. No notice has been deposited under ss.(2) of s.249B Companies Act 1985 in relation to its accounts for the financial year.

The directors acknowledge their responsibilities for :

1. Ensuring that the company keeps accounting records which comply with s.221 of the Companies Act 1985, and
2. Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit and loss for the financial year in accordance with the requirements of s.226 and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the company.

Signed on behalf of the
board of directors



Mr. R. Hobbs

Director

Approved by the board: 23rd October 1995

VIVA (CONSUMER PRODUCTS) LIMITEDNOTES TO THE ACCOUNTS
FOR THE 12 MONTHS ENDED 31st DECEMBER 1994**1. ACCOUNTING POLICIES****a. Basis of Accounting**

These financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention modified to incorporate the revaluation of certain assets.

b. Turnover

Turnover is the amount derived from the provision of goods and services falling within the company's ordinary activities after deduction of trade discounts and value added tax.

c. Tangible Fixed Assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life:

Fixtures and Fittings	-15% on the reducing balance
-----------------------	------------------------------

d. Stocks and Work in Progress

Stocks and work in progress are valued at the lower of cost and net realisable value, after making allowance for obsolete and slow moving items. Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

e. Research and Development

Research and development expenditure is written off over a three year period from the date on which expenditure is incurred.

f. Foreign Currencies

Assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

VIVA (CONSUMER PRODUCTS) LIMITEDNOTES TO THE ACCOUNTS
FOR THE 12 MONTHS ENDED 31st DECEMBER 19942. TURNOVER

The turnover and profit before taxation is attributable to the principal activity of the company. An analysis of turnover by geographical market is given below;

	1994	1993
United Kingdom	247,513	233,172
European Economic Union	16,325	63,671
Far East	66,887	--
	<u>330,725</u>	<u>296,843</u>
	=====	=====

3. OPERATING PROFIT/(LOSS)

	1994	1993
	£	£
Operating Profit/(Loss) is stated after charging:		

Amounts Written Off Tangible Assets	618	614
Staff Costs - note 4	2,623	5,852
Auditors' Remuneration	-	1,650
	=====	=====

4. STAFF COSTS

Wages and Salaries	2,623	5,852
	=====	=====

5. DIRECTORS REMUNERATION

Emoluments of directors of the company were as follows:	1994	1993
	£	£
Management Remuneration	(4,000)	4,000
	=====	=====

The remuneration for 1993 was waived in 1994 due to the tight cash position.

VIVA (CONSUMER PRODUCTS) LIMITEDNOTES TO THE ACCOUNTS
FOR THE 12 MONTHS ENDED 31st DECEMBER 19946. OTHER OPERATING INCOME

	1994	1993
	£	£
Bank Deposit Interest	10	724
	=====	=====

7. INTEREST PAYABLE

	1994	1993
	£	£
Bank and Other Interest	412	710
Loan Interest Payable	6,983	7,173
	<u>7,395</u>	<u>7,883</u>
	=====	=====

8. TAXATION

There is no liability to Corporation Tax arising from results for the 12 months. The profit for the year is covered by losses brought forward.

VIVA (CONSUMER PRODUCTS) LIMITEDNOTES TO THE ACCOUNTS
FOR THE 12 MONTHS ENDED 31st DECEMBER 19949. TANGIBLE FIXED ASSETS

	Motor Vehicles £	Plant and Equipment £	Fixtures and Fittings £	TOTAL £
COST OR VALUATION				
At 1st January 1994	-	-	3,545	3,545
Additions	-	-	1,206	1,206
	<hr/>	<hr/>	<hr/>	<hr/>
At 31st December 1994	-	-	4,751	4,751
	<hr/>	<hr/>	<hr/>	<hr/>
DEPRECIATION				
At 1st January 1994	-	-	614	614
Charge for the 12 months	-	-	618	618
	<hr/>	<hr/>	<hr/>	<hr/>
At 31st December 1994	-	-	1,232	1,232
	<hr/>	<hr/>	<hr/>	<hr/>
NET BOOK VALUE				
At 31st December 1994	-	-	3,519	3,519
	=====	=====	=====	=====
At 31st December 1993	-	-	2,931	2,931
	=====	=====	=====	=====

VIVA (CONSUMER PRODUCTS) LIMITEDNOTES TO THE ACCOUNTS
FOR THE 12 MONTHS ENDED 31st DECEMBER 199410. STOCKS AND WORK IN PROGRESS

	1994	1993
	£	£
Work in Progress	538	23,519
Finished Goods	1,672	8,200
	<hr/>	<hr/>
	2,210	31,719
	=====	=====

11. DEBTORS

	1994	1993
	£	£
Trade Debtors	106,408	201,826
	=====	=====

VIVA (CONSUMER PRODUCTS) LIMITEDNOTES TO THE ACCOUNTS
FOR THE 12 MONTHS ENDED 31st DECEMBER 199412. CREDITORS - amounts falling due
within one year

	1994	1993
	£	£
Loans and Overdrafts (see below)	25,000	23,697
Trade Creditors	32,386	100,151
Other Creditors:		
Other Tax and Social Security	23,777	2,634
Accruals and Deferred Income	11,703	11,893
	<hr/>	<hr/>
	92,866	138,375
	=====	=====

Loans and Overdrafts comprises:

Bank Loan ..current portion	25,000	22,917
Overdrafts	-	780
	<hr/>	<hr/>
	25,000	23,697
	=====	=====

VIVA (CONSUMER PRODUCTS) LIMITEDNOTES TO THE ACCOUNTS
FOR THE 12 MONTHS ENDED 31st DECEMBER 199413. SHARE CAPITAL

	1994	1993
	£	£
Authorised	250,000	250,000
	=====	=====
Allotted		
SHARE CAPITAL	1,130	1,130
	=====	=====

14. RESERVES

	Profit and Loss Account	Revaluation Reserve	Share Premium Account	Capital Redemption Reserve
	£	£	£	£
Balance at 1st January 1994	(59,243)	-	79,200	-
Retained Profit for the Year	23,743	-	-	-
	=====	=====	=====	=====
Balance at 31st December 1994	(35,500)	-	79,200	-
	=====	=====	=====	=====