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Please complete in typescript,
or in bold black capitals.

Declaration on application by a private company for re-registration as a public company

Company Number 2854197

Company Name in full A SHARE & SONS (HOLDINGS) LIMITED



* F 0 4 3 E F 1 0 *

I, MICHAEL FRANCIS BROWNE

of 44-49 VILLIERS STREET, SUNDERLAND SR1 1HA

1 Please delete
as appropriate.

1 [a director]~~[the secretary]~~ of the company do solemnly and sincerely declare that:

Day Month Year

1. the company passed a special resolution on 27 11 97 that the company be
re-registered as a public company;
2. the conditions of sections 44 and 45 of the Companies Act 1985 (so far as applicable) have been satisfied;
3. between the balance sheet date and the application for re-registration, there has been no change
in the company's financial position resulting in the amount of its net assets becoming less than the
sum of its called-up share capital and undistributable reserves.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the
Statutory Declarations Act 1835

Declarant's signature

Declared at 21 NEW STREET, BISHOPSGATE, LONDON EC2M 4HR

the TWENTY SEVENTH day of NOVEMBER

One thousand nine hundred and ninety SEVEN

2 Please print name.

before me 2 RODERICK McEWEN

Signed

Date

27-11-97.

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Pinsent Curtis
41 Park Square
LEEDS
LS1 2NS
Ref: PJR.096.3040.9 Tel 0113 244 5000
DX number DX: 26440 DX exchange Leeds 28



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COMPANIES HOUSE 28/11/97

When you have completed and signed the form please send it to the
registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
or companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
or companies registered in Scotland

DX 235 Edinburgh