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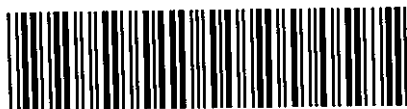
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Please complete in typescript,
or in bold black capitals.

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

Company Number 3128071

Company Name in full ERM-EUROPE (HOLDINGS) LIMITED



* F 0 4 3 E F 1 0 *

I, MARTIN SARBICKI
of ERM-EUROPE (HOLDINGS) LIMITED

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 21 12 98 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

UNDERWOOD & CO
40 WELBECK STREET, LONDON W1M-8LN

the

27th

day of

JANUARY

One thousand nine hundred and ninety

ninety

2 Please print name.

before me

B.M. KEMBERTY, SOLICITOR

Signed

Date

27. 1. 1999

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

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.

S J Berwin & Co
222 Grays Inn Road
London
WC1X 8HB
643/CORP3:30812/cjc Tel 0171 533 2222
DX number DX:255 DX exchange London

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
for companies registered in England and Wales

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

DX 235 Edinburgh

