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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

395

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.

Please do not
write in
this margin

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

To the Registrar of Companies
(Address overleaf - Note 6)

Name of company

* GENERAL MANAGEMENT SYSTEMS LIMITED

* Insert full name
of company

For official use Company number

COMPANIES HOUSE

3145666

Date of creation of the charge

28 December 1999

Description of the instrument (if any) creating or evidencing the charge (note 2)

Legal Charge

Amount secured by the mortgage or charge

All the Mortgagor's liabilities to the Bank of any kind and in any
currency (whether present or future actual or contingent and whether
incurred alone or jointly with another) together with the Bank's charges
and commission interest and expenses

Names and addresses of the mortgagees or persons entitled to the charge

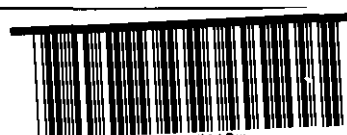
The Royal Bank of Scotland plc, 1st Floor, 38 Mosley Street, Manchester

Postcode

M60 2BE

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

Kuit Steinart Levy
3, St. Marys Parsonage
Manchester M3 2RD
DX 14325 Manchester 1

For official use
Mortgage sectionJMA
COMPANIES HOUSE

J80PMN49

0375
14/01/00

Time critical reference

Short particulars of all the property mortgaged or charged

1 By way of legal mortgage of all legal interests and otherwise by way of fixed charge the Property (to the full extent of the Mortgagor's interest in the Property or its proceeds of sale).

2 All plant machinery and fixtures and fittings of the Mortgagor now and in the future at the Property.

3 All furniture furnishings equipment tools and other chattels of the Mortgagor now and in the future at the Property and not regularly disposed of in the ordinary course of business.

4 By way of fixed charge the Goodwill and the proceeds of any insurance from time to time affecting the Property.

Shamus O'Donnells (formerly The Outrigger) Victoria Parade, Torquay
Devon (the Property)

30

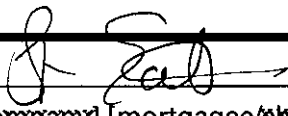
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A fee of £10 is
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(See Note 5)

Particulars as to commission allowance or discount (note 3)

Signed



Date 14 January 2000

On behalf of ~~company~~ [mortgagee/chargee]*

*Delete as
appropriate

Notes.

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-

Companies House, Crown Way, Cardiff CF4 3UZ.

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FILE COPY



**CERTIFICATE OF THE REGISTRATION
OF A MORTGAGE OR CHARGE**

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03145666

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 28th DECEMBER 1999 AND CREATED BY GENERAL MANAGEMENT SYSTEMS LTD FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO THE ROYAL BANK OF SCOTLAND plc ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th JANUARY 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th JANUARY 2000.

A handwritten signature in black ink, appearing to be 'R. J. E.', written over a large, faint, circular watermark or seal.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



C O M P A N I E S H O U S E