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CHFP041

COMPANIES FORM No. 395

Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

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

* Insert full name
of company

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

Name of company

For official use Company number

0111

3471551

Date of creation of the charge

7 June 2004

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

Floating charge (the "Floating Charge")

Amount secured by the mortgage or charge

All or any monies and liabilities which are for the time being and from time to time (and whether on or at any time after demand) due, owing or payable, or expressed to be due, owing or payable, in whatsoever manner to the Lender by the Company including, without limitation, a loan agreement dated 7 June 2004 between the Lender and the Company as may be from time to time varied, supplemented or substituted (the "**Loan Agreement**"), whether actually or contingently, solely or jointly and whether as principal or surety, including, without limitation interest, discount, commission and all other charges or expenses which the Lender may charge or incur in respect of any of those matters, and so that interest shall be computed and compounded at the highest rate prevailing under the Loan Agreement, as well after as before any demand made or decree or judgment obtained under the Floating Charge (the "**Secured Liabilities**").

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

Southwind Limited a company incorporated in the BVI, registered number 567815)
(the "**Lender**") whose address for service is Blake Laphorn Linnell, Harbour Court
Compass Road, North Harbour, Portsmouth,
PO6 4ST, Ref: CNM/A1

Postcode PO6 4ST

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

Blake Laphorn Linnell
DX 124490 Portsmouth 9
Ref: CNM

For official use
Mortgage sectionA32
COMPANIES HOUSE

AQ41NW27

0245
18/06/04

Time critical reference

Short particulars of all the property mortgaged or charged

The Company with full title guarantee and by way of continuing security for the payment and discharge of the Secured Liabilities charged in favour of the Lender by way of floating charge the undertaking and all property (including capital) which is or may be from time to time comprised in the property and undertaking of the Company.

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.
(See Note 5)

Particulars as to commission allowance or discount (note 3)

N/A

Signed Blake Caplan Linnell

Date 16 June 2004

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.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 03471551

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FLOATING CHARGE DATED THE 7th JUNE 2004 AND CREATED BY BERRY RECRUITMENT LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO SOUTHWIND LIMITED UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th JUNE 2004.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JUNE 2004.

GRH
DX



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES