



GERALD EDELMAN
CHARTERED ACCOUNTANTS

43(3)(e)

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

or in bold black capitals.

CHFP010

Company Number

3525741

Company Name in full

PAN ALBION GROUP LIMITED

I,

Adam Simon Cedar

of

66 Princedale Road, Holland Park,

London W11 4NL

❶ Please delete as appropriate.

❶a director of the company do solemnly and sincerely declare that:

Day Month Year

1. the company passed a special resolution on

1 2 0 7 2 0 0 4

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 Declaration Act 1835

Declarant's signature

Declared at

SUMMIT HOUSE, 12 RED LION SQUARE, LONDON WC1R

Day Month Year

on

2 0 0 7 2 0 0 4

❷ Please print name.

❷ before me

KIRPAL KAUR

Signed

[Signature]

Date

20/7/04

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.

Gerald Edelman, Edelman House, 1238 High Road,

Whetstone, London N20 0LH

Tel

DX number

DX exchange



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

Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

or

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

DX 235 Edinburgh

~~CERTIFIED TRUE COPY~~

DIRECTOR

The Companies Acts 1985 to 1989
Public Company Limited by shares

Memorandum and Articles
of Association

Pan Albion Group Plc

Registered Number 3525741

Incorporated 11th March 1998