To: 5749 1 keith bland From: Allen 12 Overy Fa#+44-171-330-999 04/26/01 12:10:08 012

Package:

'Laserform'

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Please complete in typescript. or in bold black capitals.

Application by a private company for re-registration as a public company

CHFP025

Company Number

03805412

Company Name in full

PHS Investments Limited

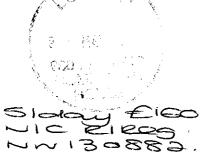
applies to be re-registered as a public company by the name of:

PHS Group plo

and for that purpose delivers the following documents for registration:

- 1. A declaration on form 43(3)(e) by a director or secretary, according to section 43(3)(e) of the Companies Act 1985
- 2. A printed copy of the memorandum and articles as altered in pursuance of the special resolution under section 43(1)(a) of the above Act
- 3. A copy of the auditors written statement in relation to section 43(3)(b) of the above Act
- 4. A copy of the relevant balance sheet with the auditors unqualified report

Piease insert full name of company amended to make it appropriate for this company as a public limited company.



Please delete if section 44 of the Act does not apply.

Signed

Date

4.01

† Please delete as appropriate.

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.



09/05/01 COMPANIES HOUSE

normaniementationalis/95

Allen & Overy

One New Change

London EC4M 9QQ

CO:835037

Tel 0207 330 3000

DX number DX:

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 DX 33050 Cardiff for companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh