COMPANIES FORM No. 122



Notice of consolidation, division, sub-division, redemption or cancellation of shares, or conversion, re-conversion of stock into shares 122

CHFP025

Please do not write in this margin

Pursuant to section 122 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering To the Registrar of Companies (Address overleaf)

Name of company

For official use Company number

3932836

* insert full name of company

HAPPYGROUP LIMITED

gives notice that:

By ordinary resolution dated 8 July 2000 it was resolved that the existing issued ordinary share of £1 in the capital of the Company and 999 of the authorised but unissued ordinary shares of £1 in the capital of the Company were each sub-divided into 10 ordinary shares of 10p each.

† Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signedx SPS. Bul 39.

Designation + DIRECTOR

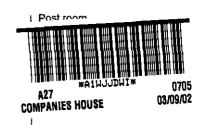
Date 22nd July 2002

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

Lewis Silkin 12 Gough Square London EC4A 3DW

PAG.73202.1/436861.1

For official Use General Section



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