



Companies House
for the record

88(2)

Return of Allotment of Shares

Please complete in typescript, or
in bold black capitals.

CHWP000

Company Number

4191186

Company name in full

Co2e. com limited

Shares allotted (including bonus shares):

Date or period during which
shares were allotted

(If shares were allotted on one date
enter that date in the "from" box)

From

Day Month Year

31 12 2004

To

Day Month Year

Class of shares

(ordinary or preference etc)

ORDINARY

Number allotted

US \$ 90,000

Nominal value of each share

US \$ 1.00

Amount (if any) paid or due on each
share (including any share premium)

US \$ 1.00

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

Consideration for which
the shares were allotted

(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

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

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

DX 33050 Cardiff

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

DX 235 Edinburgh
or LP - 4 Edinburgh 2

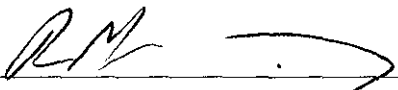


Names and addresses of the allottees (List joint share allotments consecutively)

| Shareholder details | Shares and share class allotted | |
|--|---|----------------------------------|
| Name CO2e.COM, LLC Address 135, EAST 57TH, NEW YORK NY 10022 UK Postcode | Class of shares allotted ORDINARY | Number allotted 90,000 |
| Name Address UK Postcode | Class of shares allotted | Number allotted |
| Name Address UK Postcode | Class of shares allotted | Number allotted |
| Name Address UK Postcode | Class of shares allotted | Number allotted |
| Name Address UK Postcode | Class of shares allotted | Number allotted |

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

31/03/05

~~A director / secretary / administrator / administrative receiver / receiver manager / receiver~~

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

| | |
|------------------------------|-------------------|
| M DOWNIE - BGC INTERNATIONAL | |
| ONE AMERICA SQUARE | |
| LONDON EC3N 2LS | Tel 0207 894 8557 |
| DX number | DX exchange |