CHFP004



Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

Please complete legibly, preferably in black type, or	To the Registrar of Companies (Address overleaf) gName of company	For official use	Company number		
		i i i i	4333049		
bold block lettering					
					

* insert full name of company

*	DEVELOPMENT HELL LIMITED				

Gives notice in accordance with section 123 of the above Act that by resolution of the company the nominal capital of the company has been dated 28th October increased by £ 1,027.80 beyond the registered capital of £

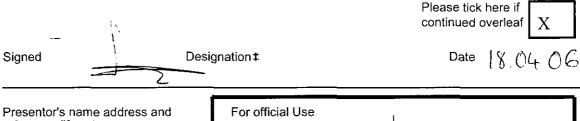
A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows:

The extra share capital shall be divided in to 9030 ordinary shares of £0.10 each and 1248 preference shares of £0.10 each. The ordinary shares and the preference shares shall have the same rights and privileges and shall rank pari passu in all respects save that:

- 1. The preference shares shall not entitle the holders to receive notice of, or attend or vote at any general meeting of the Company;
- 2. The holders of the preference shares shall be entitled in priority to any payment on any other class of share to a cumulative preferential dividend of 9% per annum of the par value of the holder's preference shares together with any premium paid on them. The dividend shall be payable by way of two instalments on 30th June and 31st December of each year. If the Company is unable to pay the dividend due on any given date the amount due shall remain due and payable to the holder of the preference shares in addition to any future dividend due to the holder;
- 3. Subject to the above, profits of the Company available for dividend and resolved to be distributed shall be distributed by way of dividend among the holders of the ordinary shares;
- 4.On a return of capital on liquidation or otherwise the assets of the Company available for distribution among members shall be applied in repaying to the holders of the preference shares the amounts paid up on such shares together with a sum equal to any arrears of dividend thereon to be calculated down to the date of the return of capital. The preference shares shall rank on a return of capital on liquidation or otherwise in priority to any other shares or stock of the Company for the time being in issue;

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

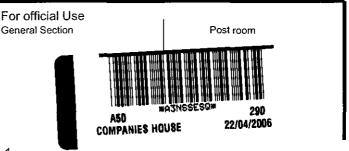


reference (if any):

HEGARTY & CO

48 Broadway Peterborough

PE1 1YW



G123

CONTINUATION SHEET

- 5. If the Company is unable to pay the dividend to the holder of preference shares on six consecutive occasions, the holder of preference shares shall have the right to convert all (but not part only) of his preference shares into fully paid ordinary shares;
- 6. The Company may redeem the preference shares at par value together with any premium paid upon them and any dividend accrued upon them to the date of redemption. The right of redemption shall be exercisable by delivery by the Company to the holder of the preference shares of a notice in writing to that effect;
- 7. If the Company redeems the preference shares within three years of the date upon which the preference shares are issued the Company shall pay to the holder the sum of £24.52 per share in addition to any sums due in accordance with 6 above.