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COMPANIES FORM No. 123

Notice of increase in nominal capital

123

CHFP025

Please do not
write in
this margin

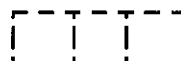
Pursuant to section 123 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies
(Address overleaf)

For official use

Company number



5836857

Name of company

* MARPLACE (NUMBER 681) LIMITED

*insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 24th July 2006 the nominal capital of the company has been

increased by £ 699,900 beyond the registered capital of £ 100.

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 :

See Annex 1

† the copy must be
printed or in some
other form approved
by the registrar

Please tick here if
continued overleaf



Signed C. Lühke
for C.S. DIRECTORS LTD

Designation † Director

Date 28/07/06

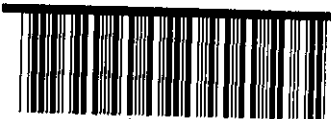
‡ Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

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

Brabners Chaffe Street LLP
Brook House
70 Spring Gardens
Manchester
M2 2BQ

J056-31-4/Docs/Form 123 (M681)

For official use
General Section



A33 *AW52E16F* 612
COMPANIES HOUSE 22/08/2006

A48 *A148GHIJ* 61
COMPANIES HOUSE 29/07/2006

Annex 1 – Form 123

The share capital of Marplace (Number 681) Limited (**the “Company”**) is £700,000 divided into 630,000 "A" Ordinary Shares of £1 each ("A" Ordinary Shares") and 70,000 "B" Ordinary Shares of £1 each ("B" Ordinary Shares"). Subject to Articles 3.06, 3.07 and 5 of the Articles of Association of the Company, the "A" Ordinary Shares and the "B" Ordinary Shares shall rank *pari passu* in all respects as if they constituted a single class of shares.

Article 3.06:

Whenever the share capital of the Company is divided into different classes of share, the special rights attached to any such class may only be varied or abrogated (either whilst the Company is a going concern or during or in contemplation of a winding-up) either (i) with the consent in writing of the holders of more than three-fourths of the issued shares of that class, or (ii) with the sanction of an extraordinary resolution passed at a separate general meeting of the holders of that class. To every such separate general meeting all the provisions of these articles relating to general meetings of the Company (and to the proceedings at such general meetings) shall, *mutatis mutandis*, apply.

Article 3.07

The rights conferred upon the holders of the "B" Ordinary Shares shall be deemed to be varied by the following:-

- (a) the creation, allotment or issue of any shares or securities by the Company or any option or right to require the allotment or issue of shares or securities in the Company;
- (b) any modification or variation to the rights attaching to the Shares;
- (c) the reduction, or passing of any resolution to reduce all or any of the shares capital of the Company or any amount standing to the credit of its share premium account or capital redemption reserve fund or reduction of any uncalled liability in respect of partly paid shares;
- (d) the passing of any resolution to alter the memorandum or articles of association of the Company;
- (e) the making of any distribution payment or return of capital to any shareholder;
- (f) the capitalisation of any undistributed profits (whether or not the same are available for distribution and including profits standing to the credit of the reserve) or any sums standing to the credit of the share premium account or capital redemption reserve fund of the Company;
- (g) the alteration of the Company's accounting reference date;
- (h) the making of any distribution payment or return of an income nature to any shareholder;
- (i) the appointment or removal from office of any director or chairman of the Company;
- (j) the taking of any steps to wind up the Company;

- (k) the making of any material changes in the nature of the business of the Company or the disposal of the whole or a substantial part of the businesses and undertaking of the Company or a wholly owned subsidiary of the Company) any shares;
- (l) the taking of any action which requires the approval of a special resolution of the Company;
- (m) the approval of the audited accounts of the Company;
- (n) the authorisation of any matter requiring the consent of approval of the shareholders of the Company under the terms of any Rules of Procedure of the Company in force from time to time; or
- (o) the amendment or variation of any Rules of Procedure of the Company in force from time to time.

Article 5

No "A" Ordinary Shares may be transferred without the prior written consent of a majority of the issued "B" Ordinary Shares and no "B" Ordinary Shares may be transferred without the prior written consent of a majority of the issued "A" Ordinary Shares and the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall not apply.