

88(2)

CHFP004

Return of Allotment of Shares

Company Number

3986153

Company name in full

BBGR 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						To					
Day	Month	Year	Day	Month	Year						
1	1	0	1	2	0						

Class of shares
(ordinary or preference etc)

Ordinary

Number allotted

3,000,000

Nominal value of each share

£1

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

£1

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

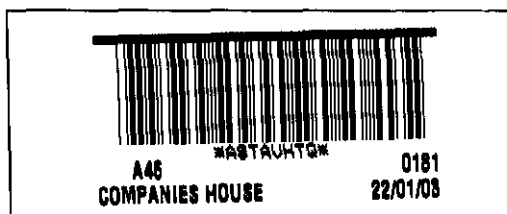
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Consideration for which
the share were allotted
(this information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

When you have completed and signed the form send it to
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 DX 235
For companies registered in Scotland Edinburgh

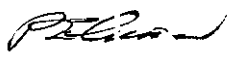


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details		Shares and share class	
Name Invoptic Limited		Class of shares allotted Ordinary	Number allotted 3000000
Address 1 Bis Avenue De La Voullie			
77160 Paris France			
UK Postcode			
Name 		Class of shares allotted 	Number allotted
Address 			
UK Postcode			
Name 		Class of shares allotted 	Number allotted
Address 			
UK Postcode			
Name 		Class of shares allotted 	Number allotted
Address 			
UK Postcode			
Name 		Class of shares allotted 	Number allotted
Address 			
UK Postcode			

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

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 Signed 

pp Bart Secretaries Limited

Date 21/01/2003

Director / secretary / administrator / administrative receiver / receiver manager / receiver

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.

LAYTONS

Saint Bartholomews Lewins Mead Bristol BS1 2NH

Ref:PG/16468.1

Tel 0117 930 9500

DX number 7895

DX exchange Bristol