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Particulars of a mortgage or charge

Please do not
write in
this margin

Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies

For official use Company number

2

3150525

Name of company

* NEW LEAF CONSULTANTS LIMITED

*Insert full name
of company

Date of creation of the charge

6th April 2000

Description of the instrument (if any) creating or evidencing the charge (note 2)

Floating Charge

Amount secured by the mortgage or charge

All the Company's present or future indebtedness to the Mortgagee in connection with moneys advanced (and other interest thereon) and all the Company's other liabilities whatever to the Mortgagee together with interest commission the Mortgagee's charges and any other costs charges and legal expenses (on a full indemnity basis) charged or incurred by the Mortgagee and including those arising from the Mortgagee perfecting or enforcing or attempting to enforce the Floating Charge or any other security (and its rights thereunder) held by the Mortgagee from time to time

Names and addresses of the mortgagees or persons entitled to the charge

Woolwich Plc Registered office of Watling Street,

Bexleyheath, Kent

Postcode DA6 7RR

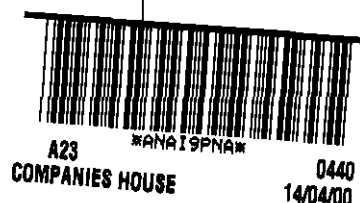
Presentor's name, address and
reference (if any):

WADGE RAPPS & HUNT
SOLICITORS
3 WEST TOWN ROAD
BACKWELL
BRISTOL BS48 3HA
W/Wise/16157

Time critical reference

For official use
Mortgage section

Post room



Short particulars of all the property mortgaged or charged

All the Company's present and future undertakings and assets whatever and wherever

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed



Date 13, 4, 2000

On behalf of [company] [mortgagee/chargee]*

*Delete as appropriate

Notes

1. The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
2. A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
3. In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made either directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
4. If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.

Page 2

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 03150525

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A FLOATING CHARGE DATED THE 6th APRIL 2000 AND CREATED BY NEW LEAF CONSULTANTS LTD. FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO WOOLWICH PLC ON ANY ACCOUNT WHATSOEVER WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 14th APRIL 2000.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 18th APRIL 2000.



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

P. Pamy



C O M P A N I E S H O U S E