

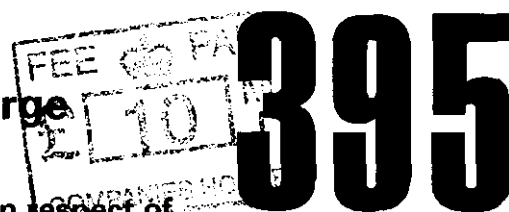
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COMPANIES FORM No. 395

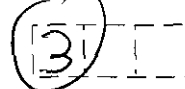
Particulars of a mortgage or charge

Pursuant to section 395 of the Companies Act 1985

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge.NAT £10
009 869Please do not
write in
this marginPlease complete
legibly, preferably
in black type or
bold block
lettering* Insert full name
of companyTo the Registrar of Companies
(Address overleaf - Note 6)

For official use Company number

Name of company



2829165

* Paradise Datacom Limited ("the Company")

Date of creation of the charge

7 March 2001

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

Charge between the Company (1) and Barclays Bank plc ("the Bank") (2) and dated 7 March 2001

Amount secured by the mortgage or charge

All moneys and liabilities covenanted to be paid or discharged by the Company as set out in the debenture given to the Bank dated 7 March 2001 ("the Debenture") being all moneys and liabilities which shall for the time being (and whether on or at any time after demand) be due owing or incurred to the Bank by the Company whether actually or contingently and whether solely or jointly with any other person and whether as principal or surety and including interest discount commission or other lawful charges and expenses which the Bank may in the course of its business charge in respect of the matters aforesaid or for keeping the Company's account and so that interest shall be computed and compounded according to the usual mode of the Bank as well after as before any demand made or judgement, together with all costs charges and expenses incurred by the Bank in perfecting, enforcing or otherwise in connection with the Debenture (on a full indemnity basis) and interest on such costs charges and expenses.

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

Barclays Bank plc, 54 Lombard Street, London

Postcode EC3P 3AH

Presentor's name, address and
reference (if any):OSBORNE CLARKE OWA (NMB)
APEX PLAZA
FORBURY ROAD
READING
RG1 1AX
0X:117882 READING

Time critical reference

For official use
Mortgage section

Short particulars of all the property mortgaged or charged

The Company with full title guarantee charges by way of first fixed charge all stock, shares, bonds, loan capital and other securities (including without limitation any membership interest in Paradise Datacom LLC) and all rights relating to them.

Please do not write in this margin

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

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

Particulars as to commission allowance or discount (note 3)

NIL

Signed Osborne Clarke OWA Date 20th March 2001

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.
5. Cheques and Postal Orders are to be made payable to **Companies House**.
6. The address of the Registrar of Companies is:-
Companies House, Crown Way, Cardiff CF4 3UZ.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

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

COMPANY No. 02829165

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A CHARGE DATED THE 7th MARCH 2001 AND CREATED BY PARADISE DATACOM LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO BARCLAYS BANK PLC ON ANY ACCOUNT WHATSOEVER AS SET OUT IN THE DEBENTURE GIVEN TO THE BANK OF EVEN DATE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 22nd MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 23rd MARCH 2001.

DX Pam



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES