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CHFP041

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legibly, preferably
in black type or
bold block
lettering* Insert full name
of company

COMPANIES FORM No. 395

Particulars of a mortgage or charge

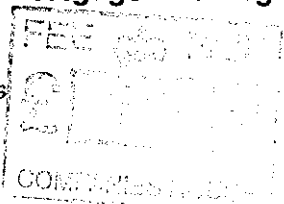
Pursuant to section 395 of the Companies Act 1985

395

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

Debenture ("the Debenture")

Amount secured by the mortgage or charge

All monies and liabilities, present and future, due owing or incurred to Barclays Bank plc ("the Bank") by the Company whether actual or contingent and whether as principal or surety, together with interest commission and other lawful charges and expenses which the Bank may in the course of its business charge for such matters or for keeping the Company's account with such interest being computed and compounded according to the Bank's usual mode as well after as before any demand 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

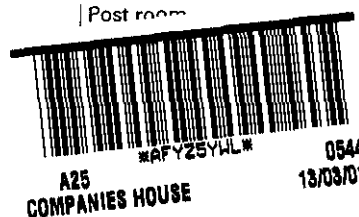
Presentor's name, address and
reference (if any):

OSBORNE CLARKE OWA (NWB)
APEX PLAZA
FORBURY ROAD
READING RG1 1AX
DX: 117882 READING

Time critical reference

For official use
Mortgage section

Post room



Com 395-1/2

Short particulars of all the property mortgaged or charged

See attached Rider.

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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)

Signed Osborne Clarke OWA

Date 12 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.

RIDER

Paradise Datacom Limited

(Company No. 2829165)

1. The Company with full title guarantee hereby charges with the payment or discharge of all monies and liabilities under the Debenture covenanted to be paid or discharged by the Company:-
 - (a) by way of legal mortgage all the freehold and leasehold property of the Company now vested in it whether or not the title thereto is registered at HM Land Registry together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon;
 - (b) by way of first fixed charge all freehold and leasehold property belonging to the Company in the future together with all buildings, fixtures (including trade fixtures) and fixed plant and machinery from time to time thereon and all the goodwill and uncalled capital for the time being of the Company;
 - (c) by way of first fixed charge all book debts and other debts now and from time to time due or owing to the Company;
 - (d) by way of first floating charge all the other undertaking and assets of the Company whatsoever and wheresoever both present and future but so that the Company is not to be at liberty to create any mortgage or charge upon and so that no lien shall in any case or in any manner arise on or affect any part of the said premises either in priority to or in *pari passu* with the charge hereby created and further that the Company shall have no power without the consent of the Bank to part with or dispose of any part of such premises except by way of sale in the ordinary course of its business.
2. Clause 3 of the Debenture provides that any debentures, mortgages or charges created after the date of the Debenture by the Company (otherwise than in favour of the Bank) shall be expressed to be subject to the terms of the Debenture.
3. Clause 4 of the Debenture provides that this security shall be a continuing security to the Bank notwithstanding any settlement of account or other matter or thing whatsoever and shall be without prejudice and in addition to any other security whether by way of mortgage equitable charge or otherwise howsoever which the Bank may now or any time in the future hold on the property of the Company

or any part thereof for or in respect of the moneys secured under the Debenture or any of them or any part thereof respectively.

4. The Debenture contains covenants (*inter alia*) by the Company that:
- (a) it shall maintain the aggregate value of its book debts (excluding debts owing by any subsidiary of the Company) and cash in hand as appearing in its books and of stock according to the best estimate that can be formed without it being necessary to take stock for the purpose at a sum to be fixed by the Bank from time to time and whenever required by the Bank obtain from its Managing Director for the time being or if there is no Managing Director then from one of its Directors and to furnish to the Bank a certificate showing the said aggregate value; and
 - (b) it shall pay into its account with the Bank all moneys which it may receive in respect of the book debts and other debts hereby charged by it and shall not without the prior consent of the Bank in writing purport to charge or assign the same in favour of any other person and shall if called upon to do so by the Bank execute a legal assignment of such book debts and other debts to the Bank.

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 DEBENTURE 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 WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 13th MARCH 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 15th MARCH 2001.

Handwritten initials



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —