REGISTRAR OF COMPANIES

Registered Number 2050455 England and Wales

Interflex Marketing Associates Limited

Abbreviated Accounts For the Year Ended 31st December 1996

J.R.Atkins & Co Chartered Accountants and Registered Auditors 3 Beech Lane Macclesfield Cheshire SK10 2DR

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Auditors Report To the Directors of

Interflex Marketing Associates Limited

Persuant to Paragraph 24 of Schedule 8 to the Companies Act 1985

We have examined the abbreviated accounts on pages 3 to 7 together with the full statutory accounts of the company for the year ended 31st December 1996, prepared under section 226 of the Companies Act 1985 as modified by the exemptions provided by Part 1 of Schedule 8.

Respective Responsibilities of Directors and Auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Schedule 8 to the Companies Act 1985. It is our responsibility to form an independent opinion as to the company's entitlement to the exemptions claimed in the directors' statement on page 4 and whether the abbreviated accounts have been properly prepared in accordance with that Schedule.

Basis of Opinion

We have carried out the procedures we considered necessary to confirm, by reference to the full statutory accounts, that the company is entitled to the exemptions and that the abbreviated accounts have been properly prepared from those accounts. The scope of our work for the purpose of this report does not include examining or dealing with events after the date of our report on the full statutory accounts.

Opinion

In our opinion the company is entitled under sections 246 and 247 of the Companies Act 1985 to the exemptions conferred by Section A of Part III of Schedule 8 to that Act, in respect of the year ended 31st December 1996, and the abbreviated accounts on pages 3 to 7 have been properly prepared in accordance with that Schedule.

Other Information

On 24 197 we reported as auditors of Interflex Marketing Associates Limited, to the shareholders on the full statutory accounts for the year ended 31st December 1996, and our audit report was as set out on the next page:-

Continued/

Auditors Report to the Shareholders of

Interflex Marketing Associates Limited

We have audited the accounts on pages 4 to 12 which have been prepared in accordance with the accounting policies set out on pages 6 and 7.

Respective Responsibilities of Directors and Auditors

As described on page 1 the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

Basis of Opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31st December 1996 and of its profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.

3 Beech Lane Macclesfield

J.R.Atkins & Co Chartered Accountants and Registered Auditors

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Abbreviated Balance Sheet 31st December 1996

	Note	1996		1995	
		£	£	£	£
Fixed Assets Tangible Assets	2		52,438		38,913
Current Assets Debtors Cash at Bank and in Hand		177,551 86,394		132,464 103,703	
		263,945		236,167	
Creditors: Amounts Falling Within One Year	Due				
Creditors		151,417		88,560	
		151,417		88,560	
Net Current Assets			112,528		147,607
Total Assets less Current Liabilities			164,966		186,520
Capital and Reserves Called Up Share Capital Profit And Loss Account	3		100 164,866		100 186,420
Shareholders Funds			164,966		186,520

The directors signature and statement on the exemptions claimed in respect of these accounts follows on the next page.

Abbreviated Balance Sheet (Continued) 31st December 1996

The directors have taken advantage of the exemptions conferred by Part III of Schedule 8 to the Companies Act 1985 and have done so on the grounds that, in their opinion, the company qualifies as a small company.

In the preparation of the company's annual accounts, the directors have taken advantage of special exemptions applicable to small companies provided by Part 1 of Schedule 8 and have done so on the grounds that, in their opinion, the company qualifies as a small company.

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Signed on behalf of the board of directors

D.F.Bain Director

Notes to the Abbreviated Accounts for the year ended 31st December 1996

1.Accounting Policies

(a) Basis of Accounting

The accounts have been prepared under the historical cost convention.

(b) Cash Flow

The accounts do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under Financial Reporting Standard 1 "Cash Flow Statements".

(c) Turnover

Turnover represents net invoiced amount of commissions and consultancy fees stated net of value added tax.

(d) Tangible Fixed Assets

Depreciation is provided, after taking account of any grants receivable, at the following annual rates in order to write off each asset over its estimated useful life:

Office Equipment

and Furniture - 25% on Net Book Value
Motor vehicles - 25% on Net Book Value

(e) Stocks

Stocks and work in progress are stated at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. Cost includes all direct expenditure and an appropriate proportion of fixed and variable overheads.

(f) Deferred Taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the forseeable future.

Continued/

Notes to the Abbreviated Accounts (Continued) for the year ended 31st December 1996

1. Accounting Policies (Continued)

(g) Research and Development

Expanditure on research and development is written off in the year in which it is incurred.

(h) Foreign Currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

(i) Leased Assets

Rentals applicable to operating leases where substantially all of the benefits and risk of ownership remain with the lessor are charged against profit as incurred.

Assets held under finance leases and hire purchase contracts are capitalised and depreciated over their useful lives. The corresponding lease or hire purchase obligation is treated in the balance sheet as a liability. The interest element of rental obligations is charged to profit and loss account over the period of the lease at a constant proportion of the outstanding balance of capital repayments.

(j) Pension Costs

Contributions in respect of the company's defined contribution pension scheme are charged to the profit and loss account for the year in which they are payable to the scheme.

Notes to the Abbreviated Accounts (Continued) for the year ended 31st December 1996

2. Tangible Fixed Assets

	£	
Cost or Valuation Opening Cost/Valuation Additions Disposals	99,702 52,058 (37,429)	
Closing Cost/Valuation	114,331	
Depreciation Opening Depreciation Charge Disposals Closing Depreciation	60,789 17,479 (16,375) 61,893	
Net Book Value		
1995	38,913	
1996	52,438	
3.Called Up Share Capital	1996	1995
Authorised	£	£
100 ordinary shares of £1 each	100	100
Allotted and fully paid 100 ordinary shares of £1 each	100	100