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COMPANIES FORM No. 88(2)(Rev 1988)
Return of allotments of shares

88(2)

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

(REVISED 1988)

This form replaces forms
PUC2, PUC3 and 88(2)

To the Registrar of Companies (address overleaf)
(see note 1)

Company number

2772601

1. Name of company

* Pro-Fit International Limited

2. This section must be completed for all allotments

Description of shares †	Preference		
A Number allotted	50,000		
B Nominal value of each	£1	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1	£	£

Date(s) on which the shares were allotted

(a) [on 26 March 19 99] \$, or

(b) [from _____ 19 _____ to _____ 19 _____] \$

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage.	100%		
E Consideration for which the shares were allotted _____ release of debt			

NOTES

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment.
2. If the allotment is wholly or partly other than for cash, the company must deliver to the registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b) of the Act or by the duly stamped prescribed particulars required by section 88(3) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

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

BUCKLE BARTON
Chartered Accountants
GANDERSON HOUSE
STATION ROAD
HORSFORTH
LEEDS
LS18 5NT

For official use

Post room



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4. Names and addresses of the allottees

Please do not
write in
this margin

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Philip Edward Morris		14,961	
Crimple Lodge			
Fulwith Mill Lane			
Harrogate HG2 8HT			
David Eric Morris		10,842	
Larkrise			
Cragg Wood Drive			
Rawdon, Leeds LS19 6LG			
Paul Alexander John Morris		10,841	
20 Mawcroft Close			
Rawdon			
Leeds LS19 6LS			
Philip Michael David Morris		10,841	
Northwood House			
41 Leeds Road			
Rawdon, Leeds LS19 6NW			
Roy V Stroud		2,515	
Ryden House			
Esholt Avenue			
Guiseley			
Leeds LS20 8AX			
Total		50,000	

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

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

† Insert
Director,
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed  Designation Secretary Date 9 April 1999

Companies registered in England and Wales
or Wales should deliver this form to:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF4 3UZ

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB