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

* Insert full name
of company

COMPANIES FORM No. 395

nw/tlo/011521

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

2

3505185

* ABSOLUTE MARKETING AND DISTRIBUTION LIMITED

Date of creation of the charge

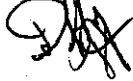
11th January 2001

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

LEGAL CHARGE

Amount secured by the mortgage or charge

all monies, obligations and liabilities whether principal sums or
interest or otherwise which may now or at any time in the future be due,
owing or incurred by Absolute Marketing and Distribution Limited ("the
Company") to Parlane Entertainment Group Inc. ("Parlane") pursuant to a
Distribution Agreement made between the Company and Parlane dated
[16th November] 2000 (as amended and restated from time to time)



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

Parlane Entertainment Group Inc. of Suite 2, 2627 South Adams Street,
Tallahassee, Florida, USA

Postcode FL 32301

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

Russells Solicitors
Regency House
1-4 Warwick Street W1R
6LJ
DX 37249 Piccadilly 1

For official use
Mortgage section

Post room



A09
COMPANIES HOUSE

0101
12/01/01

Time critical reference

Com 395-1/2

Short particulars of all the property mortgaged or charged

floating charge over the whole of the Company's undertaking and all its property and assets whatsoever and wheresoever present and future

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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)

Signed

Date 11th January 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. 03505185

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A LEGAL CHARGE DATED THE 11th JANUARY 2001 AND CREATED BY ABSOLUTE MARKETING AND DISTRIBUTION LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO PARLANE ENTERTAINMENT GROUP INC PURSUANT TO A DISTRIBUTION AGREEMENT DATED 16TH NOVEMBER 2000 (AS AMENDED AND RESTATED FROM TIME TO TIME) WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 12th JANUARY 2001.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 16th JANUARY 2001.

LR
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

— for the record —