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CHFP036

COMPANIES FORM No. 88(3)**Particulars of a contract
relating to shares allotted
as fully or partly paid up
otherwise than in cash****88(3)**Please do not
write in
this margin

Pursuant to section 88(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type or
bold block lettering**Note: This form is only for use when the contract
has not been reduced to writing**To the Registrar of Companies
(Address overleaf)

For official use

Company number

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3659285

Please do not
write in the space
below. For Inland
Revenue use only

The particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing. A reduced rate of ad valorem duty may be available if this form is properly certified at the appropriate amount.

Name of company

* insert full name
of company

* MERETEC LIMITED

gives the following particulars of a contract which has not been reduced to writing

1 The number of shares allotted as fully or partly paid up otherwise than in cash	5265115
2 The nominal value of each such share	£ 0.0312
3a The amount of such nominal value to be considered as paid up on each share otherwise than in cash	£ 0.0312
b The value of each share allotted i.e. the nominal value and any premium	£ 0.0312
c The amount to be considered as paid up in respect of b	£ US\$3685580.50
4 If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in 8, state the nature and amount of such consideration, and the number of shares allotted.	SERVICES RENDERED FOR WHICH THE FOLLOWING SHARES HAVE BEEN ALLOTTED: 5265115 SHARES OF £0.03126 EACH, VALUED @ US\$0.70 EACH

Presentor's name address and
reference (if any)ANN DIX
EACOTTS
GRENVILLE COURT
BRITWELL ROAD
BURNHAM
BUCKINGHAMSHIRE
SL1 8DF
ENGLAND
01628-665432 x 592

For official use (02/00)

Capital Section

Post room

A44
COMPANIES HOUSE219
13/04/2006

Please do not write in this margin

* Where such properties are sold subject to mortgage, the gross value should be shown

9 Give full particulars in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads:

£

Legal estates in freehold property and fixed plant and machinery and other fixtures thereon*	
Legal estates in leasehold property*	
Fixed plant and machinery in on leasehold property (including tenants', trade and other fixtures)	
Equitable interests in freehold or leasehold property*	
Loose plant and machinery, stock-in-trade and other chattels (plant and machinery should not be included under this head unless it was in actual state of severance on the date of the sale)	
Goods, wares and merchandise subject to hire purchase or other agreements (written down value).....	
Goodwill and benefit of contracts	
Patents, designs, trademarks, licences, copyrights, etc.	
Book and other debts.....	
Cash in hand and at bank on current account, bills, notes, etc	
Cash on deposit at bank or elsewhere	
Shares, debentures and other investments	
Other property	

N/A

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

Signed *W.A. Dix*
For & on behalf of
Thames Valley Business
Services Ltd.

Designation ‡ SECRETARY

Date 10-4-06

§ This certificate must be signed by the persons to whom the shares have been allotted, as well as by an officer of the company.

Certificate of value §

It is certified that the transaction effected by the contract does not form part of a larger transaction or series of transactions in respect of which the amount or value, or aggregate amount or value, of the consideration exceeds £

N/A

Signed

Date

Signed

Date

1. Before this form is delivered to Companies House it must be "stamped" by an Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. Inland Revenue Stamp Offices are located at:

Birmingham Stamp Office
5th Floor
Norfolk House
Smallbrook Queensway
Birmingham B5 4LA

DX: 15001 Birmingham 1
Tel: 0121 633 3313

Bristol Stamp Office
The Pithay
All Saints Street
Bristol
BS1 2NY

DX: 7899 Bristol 1
Tel: 0117 927 2022

Manchester Stamp Office
Upper 5th Floor
Royal Exchange
Exchange Street
Manchester M2 7EB

DX: 14430 Manchester 2
Tel: 0161 834 8020

Newcastle Stamp Office
4th Floor, Weardale House
Washington
Tyne & Wear
NE37 1LW

DX: 61021 Newcastle Upon Tyne
Tel: 0191 261 1199

Edinburgh Stamp Office
Grayfield House
Spur X
5 Bankhead Avenue
Edinburgh EH11 4BF

DX: ED303 Edinburgh 33
Tel: 0131 442 3161

London Stamp Office
(*Personal callers only*)
South West Wing
Bush House
Strand
London WC2B 4QN

Tel: 020 7 438 7252/7452

Worthing Stamp Office
(*Postal applications only*)
Room 35
East Block
Barrington Road
Worthing BN12 4XJ

DX: 3799 Worthing 1
Tel: 01903 508962

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable".

NOTE. This form must be presented to an Inland Revenue Stamp Office for stamping together with the payment of duty within 30 days of the allotment of shares, otherwise Inland Revenue penalties may be incurred.

2. After this form has been "stamped" and returned to you by the Inland Revenue it must be sent to:

For companies registered in:

England or Wales:

The Registrar of Companies
Companies House
Crown Way
Cardiff CF14 3UZ

DX: 33050 Cardiff

Scotland:

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

DX: 235 Edinburgh