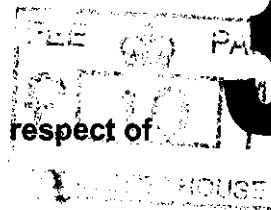


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COMPANIES FORM No. 395

Particulars of a mortgage or charge



395

CHWP000

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

Please do not write in this margin

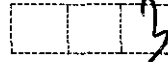
Pursuant to section 395 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 6)

For official use

Company number



4427113

Name of company

* insert full name of Company

* ACE SIGNS GROUP LIMITED

Date of creation of the charge

4 July 2002

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

Debenture

Amount secured by the mortgage or charge

All monetary and all obligations and liabilities whether actual or contingent now or hereafter due owing or incurred to the Chargee by the Company arising under a loan agreement between the Company and the Chargee of even date together with interest, commission discount fees, other charges and all legal and other charges and expenses incurred by the Chargee in relation to the Company or assets charged.

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

GEORGE FRANCIS KEMP ("the Chargee") of Nore Lodge,
Nore Road, Leigh on Sea, Essex

Postcode SS9 5DB

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

Paul Davidson Taylor (DAS)
Chancery Ct, Queen St,
Horsham, W.Sussex
RH13 5AD 01403 262333

Time critical reference

For official Use
Mortgage Section

Post room



1. By way of first fixed charge:

(a) the freehold and leasehold property of the Company both present and future and all trade fixtures and fittings and all plant and machinery from time to time in or on any such land or buildings;

(CONTINUED ON CONTINUATION SHEET)

Please do not write in this margin

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

Particulars as to commission allowance or discount (note 3)

Signed Paul Jindal Tyler
On behalf of [company] mortgagee/chargee

Date 17/7/02

A fee of £10 is payable to Companies House in respect of each register entry for a mortgage or charge. (See Note 5)

† 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:-

Please do not
write in this
binding margin

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

CHWP000

Please do not
write in this
binding margin

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

* delete if
inappropriate

Particulars of a mortgage or charge
(continued)

Continuation sheet No. _____
to Form No 395 and 410 (Scot)

Company number

4427113

Name of company

ACE SIGNS GROUP LIMITED

Limited *

Description of the instrument creating or evidencing the mortgage or charge (continued) (note 2)

(b) All stocks shares bonds and securities whether marketable or otherwise and all other interests both present and future in any company firm consortium or entity whatsoever and all allotments accretions offers rights benefits and advantages at any time offered or arising in respect of or incidental to the same and all stocks shares rights money or property accruing thereto or offered in respect thereof.

(c) the uncalled capital and goodwill and all patents patent applications trade marks and service marks brand and trade names registered design rights copyrights computer programmes inventions confidential informations know how and all other intellectual and intangible property or rights and applications for protection of the same and all licences agreements and ancillary and connected rights and benefits relating to the intangible property both present and future of the Company;

(d) all present and future contract or policies of insurance and assurance in which the Company now or hereafter has an interest and all moneys from time to time payable thereunder;

2. By way of floating charge; the undertaking and all the property assets rights title and interests of the Company whatsoever and whosoever both present and future other than any property specified in paragraph 1 above and the said property so specified (if and in so far as the charges thereon referred to in the said paragraph 1 shall for any reason be ineffective as fixed charges) (the "Floating Charge Assets") but so that if the Company charges pledges or otherwise encumbers any of the Floating Charge Assets or attempts to do so without the prior written consent of the Chargee or if any person levies or attempts to levy any distress execution sequestration or other process against any of the Floating Charge Assets the floating charge over the Floating Charge Assets shall automatically without notice instantly operate as a fixed charge.

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 04427113

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEBENTURE DATED THE 4th JULY 2002 AND CREATED BY ACE SIGNS GROUP LIMITED FOR SECURING ALL MONIES DUE OR TO BECOME DUE FROM THE COMPANY TO GEORGE FRANCIS KEMP UNDER THE TERMS OF THE AFOREMENTIONED INSTRUMENT CREATING OR EVIDENCING THE CHARGE WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 18th JULY 2002.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 22nd JULY 2002.

Post Sam



Companies House

— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES