

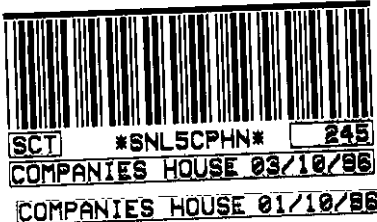
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Please complete in typescript,
or in bold black capitals.

Declaration on application by a private company for re-registration as a public company

Company Number

160499



Full name

VIS Interactive Media Productions Limited

I,
 of

Peter Baillie

5 Norwood Crescent, Dundee

¹ Please delete
as appropriate.

~~I~~ [a director][the secretary] of the company do solemnly and sincerely declare that:

Day Month Year

26 09 96

that the company be

1. the company passed a special resolution on re-registered as a public company;
2. the conditions of sections 44 and 45 of the Companies Act 1985 (so far as applicable) have been satisfied;
3. between the balance sheet date and the application for re-registration, there has been no change in the company's financial position resulting in the amount of its net assets becoming less than the sum of its called-up share capital and undistributable reserves.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Declared at

DUNDEE

the

TWENTY-EIGHTH

day of

SEPTEMBER

One thousand nine hundred and ninety

SIX

² Please print name

before me²

CRAIG WILLIAM SAMSON

Signed

Craig W. Samson

Date

28/9/96

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of the
person Companies House should
contact if there is any query.

Mandy L. Quinn, Semple Fraser WS

130 St. Vincent Street, Glasgow, G2 5HF

Tel

0141-221-3771

DX number

337

DX exchange

Glasgow

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh