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COMPANIES FORM No. 410(Scot)

Particulars of a charge created by a company registered in Scotland

410

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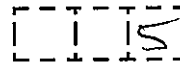
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Pursuant to section 410 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number



160499

Name of Company

* VIS INTERACTIVE PLC (the "Company")

* insert full name
of company

Date of creation of the charge (note 1)

26 June 1998

Description of the instrument (if any) creating or evidencing the charge (note 1)

Bond and Floating Charge (the "Charge")

Amount secured by the charge

all moneys and liabilities (other than dividends on shares) which are at the date of the Charge or may be from time to time due or owing or incurred to Noble Grossart Investments Limited ("NGIL") by the Company in any manner whatever whether actually or contingently as principal or cautioner or guarantor or surety or otherwise howsoever including without prejudice to the foregoing generality all interest thereon at such rate as may be agreed in writing between the Company and NGIL whether before or after execution of the Charge and together with all charges, costs and expenses payable in connection with enforcing of the moneys secured by the Charge.

Names and addresses of the persons entitled to charge

Noble Grossart Investments Limited

48 Queen Street

Edinburgh EH2 3NR

Presentor's name address telephone
number and reference (if any):MacLay Murray & Spens
3 Glenfinlas Street
Edinburgh
EH3 6AQFor official use
Charges Section

Please do not
write in
this margin

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

unless otherwise agreed in writing by NGIL the Charge shall be a first charge and the Company is prohibited (without the previous written consent of NGIL) from creating, subsequent to the date of the Charge, any fixed security or any other floating charge having priority over or ranking pari passu with the Charge except any standard security or other fixed security which may subsequent to the date of the Charge be granted in favour of NGIL which shall have priority over the Charge.

NIL

Signed

Date 10, 7. 98

On behalf of (company) chargee t

† delete as appropriate

1. A description of the instrument e.g. "Standard Security" "Floating Charge" etc, should be given. For the date of creation of a charge see section 410(5) of the Act. (Examples - date of signing of an Instrument of Charge; date of recording/registration of a Standard Security; date of intimation of an Assignment.)

2. In the case of a floating charge a statement should be given of (1) the restrictions, if any, on the power of the company to grant further securities ranking in priority to, or *pari passu* with the floating charge; and/or (2) the provisions, if any, regulating the order in which the floating charge shall rank with any other subsisting or future floating charges or fixed securities over the property which is the subject of the floating charge or any part of it.

3. A certified copy of the instrument, if any, creating or evidencing the charge, together with this form with the prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of the creation of the charge. In the case of a charge created out of the United Kingdom comprising property situated outside the U.K., within 21 days after the date on which the copy of the instrument creating it could, in due course of post, and if despatched with due diligence, have been received in the U.K. Certified copies of any other documents relevant to the charge should also be delivered

4. A certified copy must be signed by or on behalf of the person giving the certification and where this is a body corporate it must be signed by an officer of that body.

5. The address of the Registrar of Companies is:-

Laserform International 3/93



**CERTIFICATE OF THE REGISTRATION
OF A CHARGE**

Company number 160499

I hereby certify that a charge created by

VIS INTERACTIVE PLC

on 26 JUNE 1998

for securing ALL SUMS DUE, OR TO BECOME DUE

in favour of NOBLE GROSSART INVESTMENTS LIMITED

was delivered pursuant to section 410 of the Companies Act, 1985,
on 13 JULY 1998

Signed at Edinburgh
15 JULY 1998

R. Graham
For Registrar of Companies



C O M P A N I E S H O U S E