

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTION OF

MFI EDGWARE LIMITED

COMPANY NUMBER: 799154

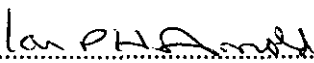
PASSED: 28 November 2000

At an Extraordinary General Meeting of the above-named Company, duly convened and held at Southon House, 333 The Hyde, Edgware Road, Colindale, London NW9 6LR on 28 November 2000 the following resolutions were passed: number 1 as a Special Resolution and number 2 as an Ordinary Resolution.

RESOLUTIONS

- 1 "That the company be wound up voluntarily."
- 2 "That Richard John Hassall and Jeremy Simon Spratt of KPMG Corporate Recovery, 20 Farringdon Street, London, EC4A 4PP be and are hereby appointed Liquidators for the purpose of such winding-up and that any power conferred on them by the company or by law be exercisable by them jointly or by either of them alone."

Dated: 28 November 2000

  
.....  
Ian Philip Howard Arnold - Chairman



The Insolvency Act 1986

# S.89(3)

## Members' Voluntary Winding Up Declaration of Solvency Embodying a Statement of Assets and Liabilities

Pursuant to section 89(3) of the Insolvency Act 1986

For official use

To the Registrar of Companies

Company number

799154

Name of company

Insert full name of  
company

MFI Edgware Limited

Insert full name and  
address

We Ian Philip Howard Arnold and  
Andrew Stephen Fisk both of  
Southon House, 333 The Hyde,  
Edgware Road, Colindale,  
London NW9 6LR

attach a declaration of solvency embodying a statement of assets and liabilities

Ian Philip Howard Arnold *Ian Philip Howard Arnold*

Andrew Stephen Fisk Signed *[Signature]* Dated 28 November 2000

Presenter's name, address  
and reference (if any)

Richard Hassall  
KPMG Corporate Recovery  
PO Box 730, 20 Farringdon  
Street, London EC4A 4PP  
CR/JS/APH

Insr

**For Official Use**



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COMPANIES HOUSE 16/12/00

The Insolvency Act 1986

Members' Voluntary Winding Up  
Declaration of Solvency Embodying  
a Statement of Assets and Liabilities

Company number 799154  
 Name of company MFI Edgware Limited  
 Presented by RJ Hassall, KPMG Corporate Recovery, 20 Farringdon Street, London EC4A 4PP

Declaration of Solvency

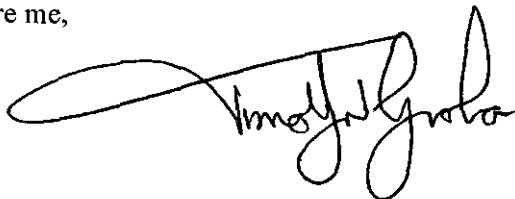
We Ian Philip Howard Arnold and Andrew Stephen Fisk both of Southon House, 333 The Hyde, Edgware Road, Colindale, London NW9 6LR

being all the directors of MFI Edgware Limited do solemnly and sincerely declare that we have made a full inquiry into the affairs of this company, and that, having done so, we have formed the opinion that this company will be able to pay its debts in full together with interest at the official rate within a period of twelve months, from the commencement of the winding up.

We append a statement of the company's assets and liabilities as at 25 November 2000, being the latest practicable date before the making of this declaration.

We make this solemn declaration, conscientiously believing it to be true, and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Marlow  
 this 20<sup>th</sup> day of November 2000  
 Before me,



**T. N. GRAHAM  
 CRIPPS & SHONE  
 THE OLD HOUSE  
 WEST STREET  
 MARLOW SL7 2LX**

Solicitor or Commissioner of Oaths


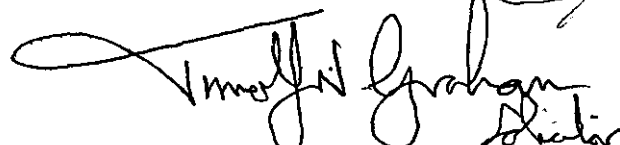
Signature(s) of person(s) making declaration

Ian Philip Howard Arnold Ian Philip Howard Arnold  
 Andrew Stephen Fisk Andrew Stephen Fisk

**Statement as at 25 November 2000 showing assets at estimated realisable values and liabilities expected to rank**

| Assets and liabilities |   |   |   | Estimated to realise<br>or to rank for<br>payment to nearest £ |
|------------------------|---|---|---|--|
| <b>Assets:</b>         |   |   |   | £  |
|                        | Balance at Bank   | ) |   |  |
|                        | Cash in Hand  | ) |   |  |
|                        | Marketable Securities   | ) |   |  |
|                        | Bills Receivable  | ) |   |  |
|                        | Trade Debtors   | ) |   | Nil  |
|                        | Loans and Advances  | ) |   |  |
|                        | Unpaid Calls  | ) |   |  |
|                        | Stock in Trade  | ) |   |  |
|                        | Work in progress  | ) |   |  |
|                        | Amount owed by subsidiary undertaking   | ) |   | 13,278,448   |
|                        | Freehold Property   | ) |   |  |
|                        | Leasehold Property  | ) |   |  |
|                        | Plant and Machinery   | ) |   |  |
|                        | Furniture, Fittings, Utensils etc   | ) |   | Nil  |
|                        | Patents, Trade Marks etc  | ) |   |  |
|                        | Investments other than Marketable Securities  | ) |   |  |
|                        | Other Property, viz   | ) |   |  |
|                        | <b>Estimated Realisable Value of Assets</b>   | £ |   | <b>13,278,448</b>  |
| <b>Liabilities</b>     |   |   |   | £  |
|                        | Secured on specific assets, viz   | ) |   |  |
|                        |   | ) |   |  |
|                        | Secured by a Floating Charge(s)   | ) |   |  |
|                        | Estimated Cost of Liquidation and other expenses including interest accruing until payment of debts in full | ) |   |  |
|                        |   | ) |   |  |
|                        | <b>Unsecured creditors (amounts estimated to rank for payment)</b>  | ) |   | <b>Nil</b>   |
|                        |   | ) |   |  |
|                        | Trade accounts  | ) | £ | £  |
|                        | Bills payable   | ) |   |  |
|                        | Accrued expenses  | ) |   |  |
|                        | Other liabilities   | ) |   |  |
|                        |   | ) |   |  |
|                        | Contingent liabilities  | ) |   |  |
|                        |   | ) |   |  |
|                        | <b>Estimated Surplus after paying Debts in full</b>   | £ |   | <b>13,278,448</b>  |

Remarks: The cost of the liquidation will be met by the parent company

  
  
 Director