

No.

(COPY.)

Certificate of Incorporation
OF
THE RUGBY ADVERTISER,
LIMITED.

I HEREBY CERTIFY that THE RUGBY ADVERTISER, LIMITED,
is this day Incorporated under the Companies Acts, 1862 to
1886, and that this Company is Limited.

Given under my hand at London, this day of

One thousand eight hundred and eighty-seven.

J. S. PURCELL,

Registrar of Joint Stock Companies.

THE RUGBY ADVERTISER, LIMITED.

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Memorandum of Association
OF
THE RUGBY ADVERTISER,
LIMITED.

1711.
12 OCT 1907

1. The name of the Company is "THE RUGBY ADVERTISER, LIMITED."

2. The registered office of the Company will be situate in England.

3. The objects for which the Company is established are:—

(a.) To purchase the business of Proprietors and Publishers of the Newspaper known as "THE RUGBY ADVERTISER," together with the General Stationery, Printing, and Publishing Business now carried on by John Hopwell at Rugby, in the county of Warwick.

(b.) To start, acquire, print, publish, and circulate, or otherwise deal with any newspaper or newspapers, or other publications, and generally to carry on the business of newspaper proprietors and general publishers, and to carry on the trade or business of General Printers, Lithographers, Engravers, and Advertising Agents.

W. Horton & Redfern
Whitehall Chambers
Colmore Row
Birmingham
England.

(23)

REGISTERED
12 OCT 1907

- (c.) To build, construct, erect, purchase, hire, or otherwise acquire or provide any buildings, offices, workshops, plant, and machinery, or other things necessary or useful for the purpose of carrying out the objects of the Company.
- (d.) To purchase, take upon lease, or otherwise acquire, any land or premises of freehold, leasehold, or any other tenure, and to build thereon any offices, houses, shops, or other buildings which may be necessary or advisable for the purposes of the Company, or for developing or utilising any of the Company's property:
- (e.) To acquire any inventions, or the right to use any inventions, capable of being used for any purposes connected with any of the businesses or operations of the Company, and to acquire or cause to be applied for and obtained any Letters Patent or concessions of an analogous character, whether British or Foreign, in respect of any such inventions, and to grant and issue licences for the use of any such invention or inventions upon such terms and conditions as may be considered expedient;
- (f.) To make and carry into effect arrangements with respect to the union of interests, co-operation, or amalgamation, either in whole or in part, with any other companies, corporations, or persons:
- (g.) To pay for any property or business in shares (to be treated as either wholly or partly paid up) or

debentures or debenture stock of the Company or in money, or partly in shares or debentures or debenture stock and partly in money:

- (d.) To sell, lease, let on hire, exchange or otherwise dispose of, absolutely, conditionally, or for any limited interest, any of the property, rights, or privileges of the Company, or all or any of its undertakings, and to accept payment thereof in money, shares, stock, debentures or other obligations, either by a fixed payment or payments, conditional upon or varying with gross earnings, profits, or other contingency:
- (e.) To acquire by original subscription or otherwise, and to hold and sell, or otherwise dispose of, shares, stock, debentures, or debenture stock, or any interest in the revenues or profits of any company, corporation, partnership or person carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, and upon any return of capital, distribution of assets, or division of profits, to distribute such shares, stock, debentures, or debenture stock, among the Members of this Company as money:
- (f.) To place to reserve, or to distribute as bonus or dividend, or otherwise to apply as the Company deems fit, any money received by way of premium on shares or debentures, or debenture stock, issued at a premium by the Company:
- (g.) To borrow or raise money for the purposes of the Company, and to execute and issue bonds or debentures, or debenture stock, to bearer or otherwise, mortgages and other instruments for securing the repayment thereof, with or without charge, upon all or any of the property of the Company or its uncalled capital, and upon such terms as

to priority or otherwise as the Company shall think fit, and to lend money, with or without security :

- (l.) To establish, or promote, or concur in establishing or promoting any other Company whose object shall include the acquisition and taking over of all or any part of the assets and liabilities of this Company, or shall be in any manner calculated to enhance, either directly or indirectly, the interests of the Company, and to acquire and hold shares, stock, or securities of, or guarantee the payment of any securities issued by, or any other obligations of any such company :
- (m.) To invest and deal with the moneys of the Company not immediately required upon such securities, and in such manner as from time to time may be determined :
- (n.) To make, accept, indorse, and execute, promissory notes, bills of exchange, and other negotiable instruments :
- (o.) To lend money to such persons and on such terms as may be arranged, and in particular to customers of, and persons having dealings with the Company, and to guarantee the performance of contracts by Members of, or persons having dealings with the Company :
- (p.) To apply for, obtain, accept, adopt, and carry into effect, any Act of Parliament, Provisional Order, Concession, or Contract which may be deemed necessary or desirable for facilitating the objects, or any of the objects, of the Company :

2-B.
K
5 W
4 W
5 J
6 J
7 J

19.) To execute and do generally all such other things as the Company may at any time consider incidental or conducive to the carrying out or attainment of the above objects, or any of them.

4. The liability of the Members is limited.

5. The capital of the Company is Twenty-five thousand pounds, divided into Twenty-five thousand shares of One pound each, with power to increase. The shares forming the capital (original or increased) of the Company may be divided into such classes with such preferences and other special incidents, and be held on such terms as may be prescribed by the Articles and Regulations of the Company for the time being, or otherwise.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names,

No.	Name	No. of Shares taken by each Subscriber.
1.	William Boston Solicitor Colmore Row Birmingham	One
2.	B. B. Huchley Kelly Grove Birmingham Barrister at Law	one
3.	W. J. Walsall Walsall Heath Birmingham Accountant	One
4.	W. J. Hope 3 Warwick Row Conventry Printer	one
5.	J. Henry Sturges Middlebro' St Conventry Newspaper Proprietor	one
6.	Francis Redfern Colmore Row Birmingham Solicitor	one
7.	Arthur Thomas & Son Hartington Road Handsworth, Solicitors (Old)	one

INDISTINCT ORIGINAL

Witness to the signature of William Horton
of Stafforke
Clark to W. H. Allen & Redfern
Blethers, Birmingham

Witness to the signatures of B. B. Hackney & W. A. Lewis
James Cy. Co.

Clark B. B. Hackney Selley Grove
Birmingham

Witness to the signatures of W. J.cliffe & J. L. H. Sturmer
on J. Evans.

Clark & Messrs. J. L. H. Sturmer
Printers & Publishers.

Witness to the signatures of Francis Redfern and
Arthur Thomas, Stafforke

Henry & Thomas
200 & Alderley Road
Stafforke

Dated this 15th day
of October, 1887

Birmingham
Solomon's Clerk.

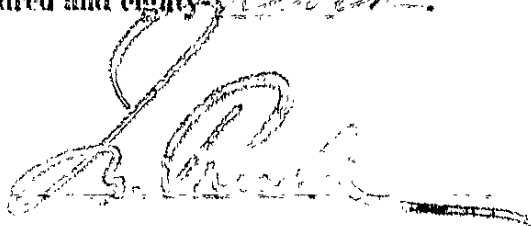
INDISTINCT ORIGINAL

The Rugby Advertiser,

Limited, is Incorporated under the Companies' Acts, 1862 to 1883, as a Limited

Company, this Twelfth day of October

One thousand eight hundred and eightyseven.



Registrar of Joint Stock Companies.

Certificate of Incorporation received by:—

W. Horton & Co. Ltd

Whitehall Chambers, Colmore Row

Birmingham

Date 14th Oct 1887

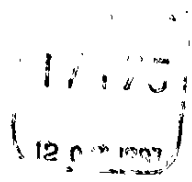
20137-12-12



Articles of Association

of

THE RUGBY ADVERTISER, LIMITED.



Registered with Memorandum of Association.

CONSTITUTION.

1. THE RUGBY ADVERTISER, LIMITED, is established as a Company limited by shares, in accordance with and subject to the provisions of the Companies Acts, 1862 to 1883. None of the regulations contained in the table marked "A," in the first schedule to the first-mentioned Act, except so far as such regulations are embodied in these Articles, shall be applicable to the Company.

PRELIMINARY.

2. In the construction of these Articles generally, unless repugnant to the context, the singular shall include the plural, and the masculine the feminine, and *vice versa*; words importing persons shall include corporations; and writing shall include printing, lithography, and other usual substitutes for writing. The following words and expressions shall have the several meanings hereby assigned to them, unless there be something in the subject matter or context repugnant thereto, that is to say:—

"The Office" shall mean the Registered Office, for the time being, of the Company.

(24)



"The Register" shall mean the Register of Members to be kept pursuant to Section 25 of the Companies Act, 1862.

"The Directors" shall mean the Directors for the time being of the Company.

The term "Board" or "Board Meeting" shall mean and include all the Directors of the Company for the time being, or such of them only as shall be assembled at and sufficient to constitute a Board Meeting in accordance with the Company's regulations.

The word "Month" shall mean a calendar month.

The expressions "Special Resolution" and "Extraordinary Resolution" shall mean a Special Resolution of the Company, and an Extraordinary Resolution of the Company respectively, as defined by the Companies Act, 1862.

3. The business of the Company shall include the several objects mentioned in or within the scope and meaning of the Memorandum of Association and all incidental matters, and the business shall be carried on by or under the management of the Directors and according to such regulations as the Board may from time to time prescribe, subject only to such control of General Meetings as is prescribed by these presents.

4. The business of the Company may be commenced as soon after the incorporation of the Company as the Board shall think fit, and notwithstanding that part only of the shares may have been applied for, allotted, or issued.

5. No person, unless thereunto expressly authorised by the Board, and acting within the limits of the authority conferred on him by the Board, shall have any authority to draw, accept, make or endorse any cheque, promissory note, or bill of exchange, or other negotiable instrument on behalf of the Company, or to enter into any contract, or to make any representation so as to impose thereby any liability on the Company or otherwise to pledge the credit of the Company.

6. No part of the funds of the Company shall be employed in the purchase of shares of the Company.

7. The Company may exercise the powers given by the "Companies' Seals Act, 1864."

CAPITAL AND SHARES.

8. The Capital of the Company is £25,000, divided into 25,000 Shares of £1 each.

9. The Shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons, on such terms and conditions, and either at a discount, premium, or otherwise, and at such times as the Directors think fit.

10. If by the conditions of allotment of any Share the whole or part of the amount thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company, or as they may direct, by the holder of the Share.

11. The Company in General Meeting may, from time to time, increase the capital by the creation of new Shares of such amount as may be deemed expedient.

12. The new Shares shall be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall think fit, and in particular such Shares may be issued with a preference right to dividends, and no dividend shall be paid unless and until the Company shall have ascertained the amount of the dividend payable to the holders of the Shares.

13. The new Shares may, from time to time, be issued upon such terms and conditions, and with such rights and privileges annexed thereto, as the General Meeting resolving upon the creation thereof shall direct, and if no direction be given, as the Directors shall think fit, and in particular such Shares may be issued with a preference right to dividends, and no dividend shall be paid unless and until the Company shall have ascertained the amount of the dividend payable to the holders of the Shares.

14. Any capital raised by the creation of the new Shares shall, subject as aforesaid, be considered part of the original capital, and shall accordingly be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, surrender, and otherwise.

15. The Company may from time to time reduce its capital, and may consolidate or sub-divide any of its Shares which have not been taken or agreed to be taken by any person. Paid-up capital may be returned upon the footing that the amount may be called up again or otherwise.

SHARE CERTIFICATES.

16. The certificates of title to Shares shall be issued under the Seal of the Company, and signed in such manner as the Directors shall prescribe.

17. Every Member shall be entitled to one certificate for all the Shares registered in his name, or to several certificates each for a part of such Shares.

18. If any certificate be worn out or destroyed, then upon production thereof to the Directors they may order the same to be cancelled and may issue a new certificate in lieu thereof; and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Directors and on such indemnity as the Directors deem adequate to be given, a new certificate in lieu thereof shall be given to the party entitled to such loss or destroyed certificate.

19. Such sum (if any), not exceeding one shilling, as the Directors may determine shall be paid to the Company for every certificate so issued in lieu of one lost or destroyed.

20. The certificates of Shares registered in the names of two or more persons shall be directed to the persons first named in the register in respect thereof.

CALLS.

21. The Directors may from time to time make such calls as they think fit upon the Members in respect of all moneys unpaid on the Shares held by them, and not by the conditions of allotment thereof made payable at fixed times, and each Member shall pay the amount of every call so made upon him to the persons and at the time and at the place appointed by the Directors. A call may be made either in one sum or by two or more instalments.

22. A call shall be deemed to have been made at the time when the resolution of the Directors authorising such call was passed.

23. One month's notice at the least of any call shall be given, specifying the time and place of payment and to whom such call shall be paid.

24. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for the payment thereof, the holder for the time being of the Share in respect of which the call shall have been made, or the instalments shall be due, shall pay interest for the same at the rate of £10 per cent. per annum, from the day appointed for payment thereof to the time of the actual payment; but the Directors may, where they think fit, remit altogether or in part any sum becoming payable for interest under this clause.

25. Joint holders of a Share shall be severally as well as jointly liable for all instalments and calls in respect thereof.

26. The Directors may receive from any Member willing to advance the same, and upon such terms and conditions as they think fit, all or any part of the moneys due upon the Shares held by such Member by way of the sums paid up or payable thereon, and in particular moneys may be received upon the terms that interest shall be paid thereon, or any sum thereof as for the time being exceeds the amount called up.

TRANSFER AND TRANSMISSION OF SHARES.

27. Subject to the restrictions of these Articles, any Member may transfer all or any of his Shares. The instrument of transfer of any Shares shall be in writing, signed both by the transferor and the

transferee, and the transferor shall be deemed to remain a holder of the Shares until the name of the transferee is entered in the Register in respect thereof.

28. Shares shall be transferable, and may be transferred by any usual common form of instrument of transfer.

29. The Directors may, in their absolute discretion, refuse to register any transfer of Shares not fully paid up, or any transfer of Shares made by a Member who is indebted to the Company, or Shares upon which the Company has a lien.

30. Every instrument of transfer shall be delivered to the Company for registration, accompanied by the certificate of the Shares to be transferred, and such other evidence as the Directors may require to prove the title of the transferor, or his right to transfer his Shares.

31. All instruments of transfer which shall be registered shall be retained by the Company, but any instrument of transfer which the Directors may decline to register shall on demand be returned to the person depositing the same.

32. A fee of 2s. 6d., or such smaller sum as the Directors may determine, may be charged for each transfer, and shall, if required by the Directors, be paid before the registration thereof.

33. The executors or administrators of a deceased Member not being one of the several joint holders shall be the only persons recognised by the Company as having any title to the Shares registered in the name of such Member. In case of the death of one or more of the joint holders of any registered Shares, the survivor or survivors shall be the only person or persons recognised by the Company as having any title to or interest in such Shares.

34. Any guardian of an infant Member, and any committee of a lunatic Member, and any person lawfully entitled to Shares in consequence of the death or bankruptcy of any Member, or otherwise by operation of law, upon producing such evidence that sustains the character in respect of which he proposes to act under this clause or of his title, as the Directors think sufficient, may be registered himself as a Member in respect of such Shares, or, subject to the regulations as to transfer hereinafter contained, may transfer the same to some other person.

FORFEITURE OF SHARES.

35. If any Member fails to pay any call or instalment on or before the day appointed for the payment of the same, the Directors may at any time thereafter during such time as the call or instalment remains unpaid serve a notice on such Member requiring him to pay the same, together with any interest that may have accrued, and all expenses that may have been incurred by the Company by reason of such non-payment.

36. The notice shall name a day (not being less than 14 days from the date of the notice) and a place or places on and at which such call or instalment, and such interest and expenses as aforesaid, are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place appointed, the Shares in respect of which the call was made, or instalment is payable, will be liable to be forfeited.

37. If the requisitions of any such notice as aforesaid are not complied with, any Shares in respect of which such notice has been given may at any time thereafter, before payment of all calls or instalments, interest, and expenses due in respect thereof, be forfeited by a resolution of the Directors to that effect.

38. Any Share so forfeited shall be deemed to be the property of the Company, and the Directors may sell, re-allot, or otherwise dispose of the same in such manner as they think fit.

39. Any Member whose Shares have been forfeited shall, notwithstanding, be liable to pay and shall forthwith pay to the Company all calls, instalments, interest, and expenses owing upon or in respect of such Shares at the time of the forfeiture, together with interest thereon from the time of forfeiture until payment at the rate of £5 per cent. per annum, and the Directors shall enforce the payment of such moneys, or any part thereof, if they think fit, but shall not be under any obligation so to do.

40. The Directors may at any time before any Share so forfeited shall have been sold, re-allotted, or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.

LIEN ON SHARES.

41. The Company shall have a first and paramount lien upon all the Shares registered in the name of each Member (whether solely or jointly with others) for his debts, liabilities, and engagements solely or jointly with any other person to or with the Company, whether the period for the payment or discharge thereof shall have actually arrived or not, and such lien shall extend to all dividends declared on such Shares.

42. For the purpose of enforcing such lien, the Directors may sell the Shares subject thereto in such manner as they think fit, but no sale shall be made until such period as aforesaid shall have arrived, and until notice in writing of the intention to sell shall have been served on such Member, his executors or administrators, and default shall have been made by him or them in the payment, fulfilment, or discharge of such debts, liabilities, or engagements for seven days after such notice.

43. The net proceeds of any such sale shall be applied in or towards satisfaction of the debts, liabilities, or engagements of such Member, and the residue (if any) paid to such Member, or his executors, administrators, or assigns.

44. Upon any sale in purported exercise of the powers given by these Articles, the Directors may cause the purchaser's name to be entered in the register in respect of the Shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or the application of the purchase-money, and after his name has been entered in the register in respect of such Shares, the sale shall not, as against him, be impeached by the holder of the Shares or any other person, and the remedy of any Member or person aggrieved by such sale shall be in damages only against the Company exclusively.

SHARE WARRANTS TO BEARER.

45. The Company with respect to fully paid-up Shares may issue warrants (hereinafter called "Share Warrants") stating that the bearer is entitled to the Shares thereon specified, and may provide by coupons or otherwise for the payment of future dividends on the Shares or stock included in such warrants.

46. The Directors may determine and from time to time vary the conditions upon which Share Warrants shall be issued, and in particular upon which a new Share Warrant or coupon will be issued in the place of one worn out, defaced, lost, or destroyed, upon which the bearer of a Share Warrant shall be entitled to attend and vote at General Meetings, upon which dividends will be paid, and upon which a Share Warrant may be surrendered, and the name of the holder entered in the register in respect of the Shares or stock therein specified. Subject to such conditions, and to these presents, the bearer of a Share Warrant shall continue to be a Member of the Company to the full extent. The bearer of a Share Warrant shall be subject to such conditions, whether made before or after the issue of such Share Warrant.

CONVERSION OF SHARES INTO STOCK.

47. The Company (in General Meeting) may convert any paid-up Shares into stock. When any Shares have been converted into stock, the several holders of such stock may thenceforth transfer their respective interests therein, or any part of such interests, in the manner and subject to the regulations hereinbefore provided with respect to Shares. Provided always that the Board may from time to time, if they think fit, fix the minimum amount of stock transferable, and direct that fractions of a pound shall not be dealt with, but with power at their discretion to waive such rules in any particular case.

48. The stock shall confer on the holders thereof respectively the same privileges and advantages for the purpose of voting at Meetings of the Company, and as regards participation in profit, and for other purposes, as would have been conferred by Shares of equal amount in the capital of the Company, but so that none of such privileges or advantages, except the participation in the dividends and profits of the Company, shall be conferred by any such aliquot part of stock as would not, if existing in Shares, have conferred such privileges or advantages. No preference or other special privilege shall be affected by any such conversion. All provisions of these Articles with regard to Shares shall, where not inconsistent with the context or subject matter, be applicable to stock into which any Shares shall have been converted.

BORROWING POWERS.

49. The Directors may from time to time, at their discretion, borrow from the Directors or other persons, any sum or sums of money

for the purpose of the Company, provided that the moneys so borrowed and owing at any one time shall not, without the sanction of a General Meeting, exceed in the aggregate the paid-up capital for the time being of the Company.

50. The Directors may raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the creation and issue of debenture stock, or the issue of debentures of the Company charged upon the undertaking, property, and rights of the Company (both present and future), including the uncalled capital, or by giving, accepting, or endorsing, on behalf of the Company, any promissory notes or bills of exchange.

51. Every debenture or other instrument issued by the Company for securing the payment of money may be so framed that the moneys thereby secured shall be assignable free from any equities between the Company and the person to whom the same may be issued. Any debentures, bonds, or other instruments or securities may be issued at a discount, premium, or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of Shares, or otherwise.

52. The Directors shall cause a proper register to be kept, in accordance with Section 43 of the Companies Act, 1862, of all mortgages and charges specifically affecting the property of the Company.

GENERAL MEETINGS.

53. The first General Meeting shall be held at such time, not being more than four months after the registration of the Memorandum of Association of the Company, and at such place as the Directors may determine.

54. Subsequent General Meetings shall be held once in every year at such time and place as may be prescribed by the Company in General Meeting, and if no time or place is prescribed, at such time and place as may be determined by the Directors.

55. The General Meetings mentioned in the last preceding clause shall be called Ordinary General Meetings; all other Meetings of the Company shall be called Extraordinary General Meetings.

56. The Directors may, whenever they think fit, and they shall, upon a requisition made in writing by Members holding not less than one-tenth of the nominal amount of the issued capital, convene an Extraordinary Meeting.

57. Any such requisition shall specify the object of the Meeting required, and shall be signed by the Members making the same, and shall be deposited at the Office.

58. In case the Directors for fourteen days after such deposit fail to convene an Extraordinary Meeting, to be held within twenty-one days after such deposit, the requisitionists, or any other Members holding the like proportion of the capital, may themselves convene a Meeting, to be held within six weeks after such deposit.

59. Seven days' notice at the least of every General Meeting, Ordinary or Extraordinary, specifying the place, day, and hour of meeting, and in case of special business the general nature of such business, shall be given by notice sent by post, or otherwise served as herein after provided.

60. The accidental omission to give any such notice to any of the Members shall not invalidate any resolution passed at any such Meeting.

PROCEEDINGS AT GENERAL MEETINGS.

61. The business of an Ordinary Meeting shall be to receive and consider the statement of income and expenditure, the balance sheet, ordinary reports of the Directors and Auditors; to elect Directors and other officers in the place of those, if any, retiring by rotation or otherwise; to declare dividends, and to transact any other business which under these presents ought to be transacted at any Ordinary Meeting. All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

62. The Chairman of the Directors, if any (and in his absence the Deputy Chairman, if any), shall be entitled to take the chair at every General Meeting. If such officers have not been appointed, or if neither of them be present at a Meeting within fifteen minutes after

the time appointed for holding such Meeting, the Directors present, or in default the Members present, shall choose a Director as Chairman, and if no Director be present, or if all the Directors present decline to preside, then the Members present shall choose one of their number to be Chairman.

63. Five Members personally present shall be a quorum for a General Meeting, and no business shall be transacted at any General Meeting unless the requisite quorum be present at the commencement of the business.

64. If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting, if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum, and may transact the business for which the Meeting was called.

65. Every question submitted to a Meeting shall, unless unanimously decided, be decided in the first instance by a show of hands, and in the case of an equality of votes the Chairman shall, both on show of hands and on a poll, have a casting vote in addition to any vote or votes to which he may be entitled as a Member.

66. At any general Meeting a poll is demanded by at least three Members, or by a Member or Members holding, or representing by proxy, or entitled to vote in respect of at least one-tenth of the nominal amount of the capital represented at such Meeting, or authorised by the Chairman that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

67. If a poll is demanded as aforesaid it shall be taken in such manner, and at such time and place, and either immediately or after an interval or adjournment, not exceeding seven days, as the Chairman of the Meeting directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

68. The Chairman of a General Meeting may, with the consent of the Meeting, adjourn the same from time to time and place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

69. The demand of a poll shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which a poll has been demanded.

70. Any poll demanded upon any question of adjournment, or as to the election of a Chairman, shall be taken at the Meeting without adjournment.

VOTES OF MEMBERS.

71. On a show of hands every Member shall have one vote only. In case of a poll, every Member shall have one vote for every Share held by him.

72. Every Member may vote in person or by proxy. The instrument appointing a proxy shall be signed under the hand of the appointer, or if such appointer is a corporation, under its Common Seal. Except that a Corporation may appoint a member or officer of its own body to be appointed a proxy who is not a Member of the Company, no proxy shall be valid to vote.

73. The instrument appointing a proxy shall be deposited at the Registered Office of the Company not less than twenty-four hours before the time for holding the Meeting at which the person named in such instrument proposes to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution.

74. In the case of joint owners of a Share, the Member whose name stands first in the Register of Members, and no other, shall be entitled to vote in respect of such Share, except in the case of any one of such joint holders being appointed to act and vote as proxy by the other or others of them, in which case such one so appointed, and no other, shall be entitled to act and vote in behalf of all of them.

75. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the

principal or revocation of the appointment, unless notice in writing of the death or revocation shall have been received at the Office of the Company twenty-four hours at the least before the Meeting.

76. No Member shall be entitled to be present or vote on any question, either personally or by proxy or as a proxy for another Member, at any General Meeting, or upon a poll, or be reckoned in a quorum, whilst any call or other sum shall be due and payable to the Company in respect of any of the Shares of such Member.

DIRECTION AND MANAGEMENT.

77. There shall be a Board of Directors for the purposes of the Company, constituted in accordance with the Company's regulations, and the affairs of the Company shall be managed by the Directors pursuant and subject to such regulations.

78. The qualifications of a Director shall be also holding in his own right of Shares or stock to the nominal value of at least £100.

79. Until otherwise determined by a General Meeting the number of Directors shall not be less than two nor exceed five.

80. The first Directors shall be appointed by the subscribers to the Memorandum of Association, or the majority of them, by an instrument in writing under their hands. Until the first Directors shall have been so appointed, the subscribers to the Memorandum of Association shall be deemed to be the Directors.

81. The first Directors so appointed may at any time, prior to the first General Meeting of the Company, appoint any other persons to be additional Directors but so that the total number of Directors shall not at any time exceed five. Provided that if any person so appointed a Director shall not, prior to the holding of the first General Meeting of the Company, be duly qualified, he shall then cease to hold office and to be eligible to further act as a Director until he be duly qualified.

82. Any Director may, save as provided by contract with him to the contrary, at any time retire from office on giving notice in writing under his hand of his resignation, either by delivering such notice to the Secretary personally, or leaving it at the office of the Company.

83. Any casual vacancy in the number of Directors may be filled up by the Board by the appointment of any qualified Member, but every person so chosen to fill a casual vacancy shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred. The continuing Directors at any time, so long as their number is not less than two shall have all the powers of Directors, notwithstanding any vacancy in the Board. The Company may from time to time, within the limits aforesaid, increase or reduce the number of Directors.

84. The office of a Director shall be vacated :

If he accepts or holds any other office or place of profit under the Company, except that of Managing Director, Manager, or Agent of the Company :

If he becomes bankrupt or insolvent, or compounds with his creditors :

If he is found insane, or becomes of unsound mind :

If he is absent from the Board for three consecutive months without the consent of the Board :

If he ceases to hold the required number of Shares or stock to qualify him for the office :

If he resigns his office :

If he is concerned in or participates in the profits of any contract with the Company, or of any work done for the Company, without declaring the nature of his interest; such declaration, if his interest then exists, to be made at the meeting of the Directors at which such contract is determined on or work ordered, and in any other case at the first meeting of Directors held after the acquisition of his interest.

But the above rules shall be subject to the following exceptions:

That no Director shall vacate his office by reason of his being a Member of any Corporation or Company which has entered into contracts with, or done any work for, the Company; or by reason of his being interested, either in his individual capacity or as Member of any Company or Corporation, in any adventure or undertaking in which the Company may also have an interest:

Provided nevertheless that in no case shall any Director having such interest as aforesaid vote in respect of such agreement, contract, work, adventure, or undertaking, and if he or they so vote, such vote shall not be counted.

85. The Company may, by a special resolution, at an Extraordinary General Meeting convened for the express purpose, remove any Director, including a Managing Director, before the expiration of his period of office, and on such removal may by an ordinary resolution appoint a qualified Member in his stead, and the Director so appointed shall in all respects succeed to the powers of his predecessor.

86. When any Director's office becomes vacant, the Company may, by an ordinary resolution, fill the vacancy for the term for which the Director was elected, and the Director so appointed shall in all respects succeed to the powers of his predecessor.

COMPOSITION OF DIRECTORATE

87. At the Ordinary General Meeting to be held on the year 1900 and at the Ordinary General Meeting to be held on the year 1901, and at every subsequent Ordinary General Meeting, one-third of the Directors, or whatever number of Directors may be then in office, shall retire from office.

88. The Directors to retire at each Ordinary Meeting, as aforesaid, shall be those who have been in office the longest, and so that between two or more who have been in office an equal length of time the Directors to retire shall, in default of agreement between them, be determined by lot. For the purpose of this clause the length of time a Director has been in office shall be computed from the last election or appointment as the case may be.

89. A retiring Director shall be eligible for re-election.

90. The Company at any General Meeting at which any Directors retire in manner aforesaid, or otherwise, may fill up the vacated offices by electing a like number of persons to be Directors. A retiring Director shall in any case be deemed to continue in office until the dissolution of the Meeting at which he is to retire.

91. If at any General Meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled up, the retiring Directors or some of them as have not had their places filled up, shall continue in office until the Ordinary Meeting in the next year, and so on from year to year until their places are filled up, unless it shall be determined at such General Meeting to reduce the number of Directors.

92. The Company in General Meetings may from time to time increase or reduce the number of Directors and alter their qualifications, and may also determine in what manner or rotation such increased or reduced number is to go out of office.

93. No person not being a retiring Director shall, unless recommended by the Directors for election, be eligible as a Director at any General Meeting unless he, or some other Member intending to propose him has, at least seven clear days before the Meeting, left at the Office of the Company a notice in writing under his hand, signifying his candidature for the office or the intention of such Member to propose him.

MANAGING DIRECTOR.

94. The Directors may from time to time appoint one or more of their body to be Managing Director or Directors of the Company, either for a fixed term or without any limitation as to the period for which he is to hold such office, and may, subject to any contract between him and the Company, from time to time remove or dismiss him from office and appoint another in his place.

95. A Managing Director shall not, while he continues to hold that office, be subject to retire by rotation, but (subject to the provisions of any contract between him and the Company) he shall be subject to the same provisions as to resignation and removal as the other Directors of the Company, and if he cease to hold the office of Director from any cause he shall *ipso facto* and immediately cease to be a Managing Director.

96. The remuneration of a Managing Director shall, subject to any contract between him and the Company, from time to time be fixed by the Directors, and may be by way of salary, commission, percentage, or participation in profits, or by any or all of those modes.

97. In the case of any vacancy in the office of Managing Director, the Directors may either fill up the office by the appointment of some other of the Directors, or may discontinue such office, as they may think fit.

98. The Directors may from time to time entrust to and confer upon a Managing Director for the time being such of the powers exercisable under these articles by the Directors as they may think fit, and may create such powers for such time and to be exercised for such objects and purposes, and upon such terms, and conditions, and with such restrictions as they think expedient, and may from time to time revoke, withdraw, alter or vary all or any of such powers.

PROCEEDINGS OF DIRECTORS.

99. The Directors may meet to deliberate for the dispatch of business, adjourn and otherwise regulate their Meetings as they think fit, and may determine the quorum necessary for the transaction of business, and until otherwise determined two Directors shall be a quorum. A

Director may, and the Secretary at the request of any Director shall at any time summon a Meeting of the Directors. Questions arising at any Meeting of Directors shall be decided by a majority of votes of the Directors present, and in case of equality of votes the Chairman shall have a second or casting vote.

100. The Directors may elect a Chairman and Deputy-Chairman of their Meetings, and may determine the period for which such officers shall respectively hold office. In the absence of the Chairman (if any) the Deputy-Chairman (if any) shall preside. If such officers have not been appointed, or if neither be present at the time appointed for a Meeting, the Directors present shall choose some one of their number to be Chairman of such Meeting.

101. A Meeting of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these presents vested in or exercisable by the Directors generally.

102. The Directors may delegate any of their powers to Committees consisting of such Member or Members of their body as they think fit. Any Committees so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on them by the Directors.

103. The Meetings and proceedings of any such Committee consisting of two or more Members shall be governed by the provisions herein contained for regulating the Meeting and proceedings of Directors so far as the same are applicable thereto, and are not superseded by the express terms of the appointment of the Committee or by any such regulations as aforesaid.

104. No Director shall vote on any question in which he has a personal interest apart from the Members at large.

POWERS OF DIRECTORS.

105. The management of the business and the control of the Company shall be vested in the Directors, who, in addition to the powers and authorities by these presents expressly conferred upon them

may exercise all such powers and do all such acts and things as may be exercised or done by the Company and are not hereby or by statute expressly directed or required to be exercised or done by the Company in General Meeting, but subject nevertheless to such regulations not being inconsistent with these presents, as may from time to time be made by extraordinary resolution of a General Meeting, but no regulation so made shall invalidate any prior Act of the Directors which would have been valid if such regulation had not been made.

106. Without prejudice to the general powers conferred by the last preceding clause and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Directors shall be entrusted with the following powers, namely:—Powers

- (i.) To purchase or otherwise acquire for the Company any property, rights, or privileges which the Company is authorised to acquire, including the goodwill and connection of any business which the Company can lawfully carry on, at such price and generally on such terms and conditions as they think fit.
- (ii.) At their discretion to pay for any property or rights acquired by or services rendered to the Company, either wholly or partially in cash, or in Shares, as fully or partly paid-up Shares, bonds, debentures, or other securities of the Company.
- (iii.) To secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property and rights of the Company, including its uncalled capital for the time being, or in such other manner as they may think fit.
- (iv.) To appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents, and servants for permanent, temporary, or special services,

as they may from time to time think fit, and to invest them with such powers as they may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as they think fit.

- (v.) To appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company or in which it is interested, and to execute and do all such deeds and things as may be requisite to vest the same in such person or persons.
- (vi.) To make temporary advances, deposits or loans of any money not for the time being required for the purposes of the Company, to such persons and upon such security as they may think fit, and generally to direct, manage, and control the receipt, custody, employment, investment, and expenditure of the moneys and funds of the Company, and the keeping the accounts of the Company.
- (vii.) To accept upon such terms and conditions as may be arranged, the mortgage of any Shares in the Company's capital.
- (viii.) To execute in the name and on behalf of the Company such mortgages, charges and other securities on the Company's property (present and future), including its uncalled capital, as they think fit, in favour of any Director or Directors of the Company or other person who may incur, or be about to incur, any personal liability, whether as principal or surety, for the benefit of the Company, and any such instrument or deed may contain a power of sale, and such other powers, covenants, and provisions as may be agreed on.
- (ix.) To institute, conduct, defend, compound or abandon any legal proceedings by and against the Company, or their officers, or otherwise concerning the affairs of the Company, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Company.

- (x.) To refer any claims and demands by or against the Company to arbitration, and to perform, observe, and carry out the awards thereon.
- (xi.) To make, draw, accept, and endorse promissory notes or bills of exchange on behalf of the Company.
- (xii.) To make and give receipts, releases, and other discharges for money payable to the Company, and for the claims or demands of the Company.
- (xiii.) To make provision for the management of the affairs of the Company abroad in such manner as they shall think fit.
- (xiv.) To nominate and appoint any persons to act as attorneys for the Company or the Directors for any purpose, matter, or thing in which the Directors may consider that it may be necessary or desirable that the Company or the Directors should act by attorney; and to constitute such attorneys by any instrument under the Common Seal or otherwise; and to delegate to such persons, or authorise them to exercise any powers, for the time being exercisable by the Directors or by the Company through the Directors, which the Directors may think proper to delegate.
- (xv.) To subscribe for, or otherwise acquire, and hold or dispose of the whole or any part of the shares, debentures, or securities of any company carried on, or formed with a view of carrying on, any business comprised in the objects of the Company.
- (xvi.) To negotiate for, and, subject to the approval of the Company in General Meeting, contract for the transfer of its undertaking, or any part thereof, as a going concern, with or subject to the benefit of all or any part of its property or assets, subject or not subject to all or any of its obligations and liabilities.

107. As remuneration for their services, the Directors shall be entitled in every year to receive and take out of the profits of such year for their remuneration a sum not exceeding £500. Such remuneration may be divided among the Directors as they may determine, and shall be exclusive of the salary paid to any Managing Director or Directors.

GENERAL PROVISIONS AS TO DIRECTORS AND OTHER OFFICERS.

108. The Directors and other officers shall be indemnified by the Company from all losses, and shall be paid all expenses incurred by them in or about the discharge of their respective duties, except such as may happen from their own respective wilful or wrongful act or default.

109. No Director shall incur any personal liability by reason of anything done or authorised by any other or others of the Directors, unless he personally shall have actually concurred in doing or authorising the same, and assent or concurrence shall not be implied against any Director merely because he has not expressly, and in terms, dissented or not opposed otherwise than by not assenting.

110. Any receipt for moneys paid to or received by the Company signed by two Directors and countersigned by the Secretary, or given in accordance with regulations made by the Directors, shall be an effectual discharge for the moneys therein expressed to be paid or received, and shall exonerate every person paying the same from seeing to the application thereof, or being answerable for the loss, misapplication or non-application thereof.

111. All acts *bona fide* done by any Meeting of Directors or by a Committee of Directors, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be and act as a Director.

DIVIDENDS.

112. Subject to the rights of Members entitled to Shares issued upon special conditions, the profits of the Company shall be divisible among the Members in proportion to the amount paid up on the Shares held by them respectively; provided, nevertheless, that where money is paid up in advance of calls upon the footing that the same shall carry interest, such money shall carry interest accordingly, and not (whilst carrying interest) confer a right to participate in profits.

113. The Company in General Meeting may declare a dividend to be paid to the Members according to their rights and interests in the profits.

114. No dividend shall be payable except out of the profits arising from the business of the Company, but whenever a profit shall have been derived from the Company's undertaking, for and during the period covered by any balance-sheet, then such profit or any part thereof may be distributed by way of dividend, notwithstanding that the undertaking may have theretofore been carried on at a loss, or that the Company's assets may not be estimated and considered equal in value to the amount of the paid-up capital, and notwithstanding that any part of the paid-up capital may previously to such period have been wholly or partially lost or unprofitably expended.

115. The Directors may also at any time and from time to time, without the sanction of a General Meeting, distribute amongst and pay to the Members out of estimated earnings or profits of the Company, such sum or sums of money by way or in the name of interim dividend, bonus, or interest on capital, as in their judgment the position of the Company may justify.

116. The Directors may retain dividends payable on any Shares upon which the Company has lien, and may apply the same in or towards satisfaction of the debts, liabilities, and engagements in respect of which the lien exists.

117. In case several persons are registered as the joint holders of any Share or Shares, any one of such persons may give effectual receipt for all dividends and payments on account of dividends in respect of such Share or Shares.

118. The Company shall not be responsible for the loss of any Cheque, Dividend Warrant, or Post Office Order, which shall be sent by post in respect of dividends, whether by request or otherwise

119. No dividend shall bear interest as against the Company.

RESERVE FUND.

120. The Directors may, but shall not be obliged, before recommending or declaring any dividend or bonus out of, or in respect of, the earnings or profits of the Company for any yearly or other period, cause to be reserved, or retained and set aside, out of the profits, such sum as they may think proper to form a Reserve Fund to meet contingencies or depreciation in the value of the property of the Company, or for equalising dividends, or for repairing, improving, and maintaining any of the property of the Company, providing against losses, meeting claims on, or liabilities of, the Company, or for such other purposes as the Directors shall in their absolute discretion think conducive to the interest of the Company.

121. All moneys carried to the Reserve Fund and all other moneys of the Company, not immediately applicable or required for any payment to be made by the Company, may be either employed in the business of the Company, or be invested by the Directors upon such securities (other than the purchase of Shares of the Company) as the Directors may from time to time think proper.

REGISTERED AND OTHER OFFICES.

122. A Registered Office in England, and such other Offices in Great Britain or elsewhere as the Board shall think requisite, shall be provided and kept open by the Board for the purposes of the Company.

ACCOUNTS.

123. The Directors shall cause true Accounts to be kept of the moneys received and expended by the Company, and all matters in respect of which such receipt and expenditure take place, and of the property, assets, credit, and liabilities of the Company.

124. Such of the books of account as shall be in the United Kingdom shall be kept at the Registered Office of the Company, or at such other place or places as the Directors think fit.

125. The Directors shall from time to time determine whether, and to what extent, and at what time and places, and under what conditions or regulations the accounts and books of the Company, or any of them, shall be open to the inspection of the Members, and no Member shall have any right of inspecting any account or book or document of the Company, except as conferred by statute or authorised by the Directors or by a resolution of the Company in General Meeting.

126. At the Ordinary Meeting in every year the Directors shall lay before the Company a balance-sheet containing a summary of the property and liabilities of the Company, and a profit and loss account, made up to a date to be therein mentioned, and which shall be as near the day of meeting as can conveniently be fixed.

127. Every such statement shall be accompanied by a report of the Directors as to the state and condition of the Company, and as to the amount which they recommend to be paid out of the profits by way of Dividends or bonus to the Members, and the amount (if any) which they propose to carry to the Reserve Fund, according to the provisions in that behalf hereinbefore contained.

AUDIT AND INSPECTION OF ACCOUNTS.

128. The Accounts of the Company shall, once at least in every year, be examined and audited by an Auditor or Auditors. No Director or other officer of the Company shall be eligible to act as Auditor

129. The number of Auditors, the person or persons to fill the office of Auditor or Auditors, and the remuneration of the Auditor or Auditors, and his or their term of office, may from time to time be determined and varied by the Company in General Meeting.

130. Subject to the last Article, the Directors may appoint the first Auditor or Auditors to audit the Accounts of the Company until the first Ordinary General Meeting, when he or they shall retire, but shall be re-eligible.

131. The Auditor or Auditors for the time being shall retire at the first Ordinary General Meeting in every year, but shall be re-eligible. If, on the retirement of an Auditor, as aforesaid, no person shall be appointed his successor by the General Meeting at which his retirement shall take place, he shall be considered as re-elected for another year, though no resolution to that effect shall be passed or proposed.

132. If there shall be only one Auditor, or if there shall be several Auditors, and the concurrence of all the Auditors shall be impracticable or inconvenient, any Auditor may act singly.

133. Before any balance-sheet is laid before a General Meeting, it shall be laid before the Auditor or Auditors a sufficient time before the day appointed for the Meeting, to allow time to examine the same; and the Auditor or Auditors shall report thereon to the General Meeting, generally or specially, as he or they shall think fit.

134. All accounts of the Company shall at all times be open to the Auditor or Auditors for the purpose of audit.

NOTICES.

135. A Notice may be served by the Company upon any Member either personally, or by sending it through the post in a pre-paid letter addressed to such Member at his registered place of address.

136. A Member whose registered place of address is not in the United Kingdom may from time to time notify in writing to the Company some place in England to be called his address for service, which shall be deemed his registered place of address for the purpose of the last preceding clause hereof.

137. As regards Members (if any) who have no registered address, a notice posted up in the Office shall be deemed to be duly served on them at the expiration of twenty-four hours after it is so posted.

138. All Notices with respect to Shares standing in the names of joint holders shall be given to whichever of such persons is named first in the register, and notice so given shall be sufficient notice to all the holders of such Shares.

139. Any Notice sent by post shall be deemed to have been served at the time when the letter containing the same is posted, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put in a Post Office letter box or handed in at a Post Office.

140. Where a given number of days' notice, or notice extending over any other period, is required to be given, the day of service shall; but the day upon which such Notice will expire shall not, be included in such number of days or other period.

1. Lou
2. B. 1
3. W. 1
4. W.
5. J. J.
6. Fran
7. ch

 NAMES, ADDRESSES, AND DESCRIPTIONS OF SUBSCRIBERS.

1. William Horton Solicitor
Colmore Row Birmingham
2. B. B. Hackney Selby Grove Birmingham
Barrister at Law
3. W. Lewis 99 Vincent St. Balsall Heath, Birmingham
Accountant. —
4. W. S.cliffe 3 Warwick Row Coventry
Printer
5. J. J. Henry Thomas Middlebro' Lane, Coventry
Newspaper Proprietor
6. Francis Raftery, Colmore Row, Birmingham
Solicitor.
7. Arthur Thomas Parkes, Hartington Rd
Handsworth
Johnston Clerk

INDISTINCT ORIGINAL

Witness to the signatures of William Barker
J. H. Barker
Clerk to H. Barker & Co.
Birmingham

Witness to the signatures of B. B. Barker and W. A. Lewis
James Gale.

Clerk to B. B. Barker Selby Grove
Birmingham

Witness to the signatures of W. J. Stiffe & J. J. H. Stiff
Wm J. Evans.

Clerk to Messrs Stiffe & Stiff
Printers & Publishers

Witness to the signatures of Francis Redfern and
Arthur Thomas Starkey

Henry Atkinson
205 Adderley Road
Salley, Birmingham.
Solicitors Clerk

Dated this 10th day of
October, 1887.

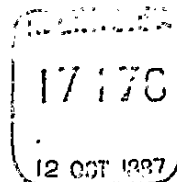
INDISTINCT ORIGINAL



25107/1

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notice



of the situation of the Registered
Office of.

The Rugby Advertiser, Limited.

To the Registrar of Joint
Stock Companies.

The solicitors of the Rugby
Advertiser, Limited hereby give you
notice, in accordance with the Companies
Act, 1862 that the Registered Office of
the company is situated at.

no ~~7~~ Albert Street

Rugby in the County of Warwick
W. Horton & Redfern

Whitehall Chambers
Colmore Row Birmingham.
Solicitors to the said Company

Dated the 12th day
of October 1887.

INDISTINCT ORIGINAL



No. of
Certificate

75 137/26

(Price Twopence per Sheet.)

Form No. 5.

"THE COMPANIES' ACTS, 1862 to 1900."

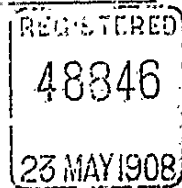


A 5/- Com-
panies' Regis-
tration Fee
Stamp must
be impressed
here.

Notice of Change in the Situation of the Registered Office

of the Rugby Advertiser Limited

Company,



In pursuance of Section 40 of Companies' Act, 1862.

This Notice should be signed by the Manager or Secretary of the Company (vide p. 3).

A Penalty of £5 per day is incurred by a Company for carrying on business without having a Registered Office (vide § 38 of Companies' Act, 1862).

Presented for Filing

by Frank G. G. G.

Secretary

M.H.

H.

of Change in the Situation of the Registered Office of the

Rugby Advertisers Limited

Company,

TO THE REGISTRAR OF JOINT STOCK COMPANIES.

The Rugby Advertisers Limited

Company,

hereby gives you notice, in accordance with "The Companies' Act, 1862," that the

Registered Office of the Company is now situated at No 2 Albert Street

Rugby in the County of Warwick

(Signature)

Frank Belts

Dated twenty second day

of May 1908

Secretary

* * This Notice is to be signed by the Manager or Secretary of the Company.

COMPANIES ACTS 1862 TO 1900.

Special Resolution

(Pursuant to Companies Act, 1862 s. 51)
OF THE

Rugby Advertiser
COMPANY LIMITED.

Passed *June 1st 1908*, Confirmed *June 22nd 1908*

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the said Company,
duly convened and held at *the Registered Office of the*
Company No 2 Albert Street, Rugby

The blanks in
this heading
may be filled
up in writing.

on the *first* day of *June 1908* in the County of *Warwick*
the following **Special Resolution** *was* — duly passed, and at
a subsequent Extraordinary General Meeting of the Members of the
said Company, also duly convened and held at the same place on
the *twenty second* day of *June 1908*
the following **Special Resolution** *was* duly confirmed

62867
JUN 1908

The Special
Resolution to
be printed on
this space and
not filled up
it. The Act
does not admit
of writing.

- That the Articles of Association of the Company be altered as follows, that is to say—
- That the following Articles shall be inserted between Articles 8 and 9 and shall be respectively numbered or distinguished as 8A and 8B, viz.—
 - "8A. The number of members of the Company (exclusive of persons who are in the employment of the Company) shall be limited to 50. Provided always that where two or more persons hold one or more shares jointly they shall for the purpose of this Article be treated as a single member."
 - "8B. No invitation shall be issued or made to the public to subscribe for any shares or debentures or debenture stock of the Company."
 - That Article 9 shall be altered by inserting the words
"Subject to the provisions of Articles 8A and 8B"
 - That Article 12 shall be altered by inserting the words
"Subject to the provisions of Articles 8A and 8B"
 - That Article 13 shall be altered by inserting the words
"Subject to the provisions of Articles 8A and 8B"
 - That the following Articles shall be inserted after Article 27 and shall be respectively numbered or distinguished as Nos. 27A and 27B—
 - "27A. The Directors shall refuse to register any transfer of a share in case by reason thereof the number of the members would be made to exceed the number limited by Article 8A."
 - "27B. The Directors may refuse to register any transfer of a share (a) where it is not proved to their satisfaction that the proposed transferee is a responsible person (b) where the Directors are of opinion that the proposed transferee, not being already a member, is not a desirable person to admit to membership."

Signature

Officer

Frank. Betts

Secretary.

To be authenticated by the written signature of an Officer of the Company.

(NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting by a three-fourths majority, and must be confirmed by a majority at a subsequent Meeting held at an interval of not less than Fourteen Days nor more than one month from the day on which the Resolution was passed. Mr. Justice Chitty decided in the case of the *Railway Supply Company Limited* (L.R. 20 Ch. Div. 204), that the interval of not less than 14 days required to elapse between the passing and confirmatory meetings must be reckoned exclusively of the days of the holding of the two meetings; and that the interval between the 26th Feb., 1885, and the 11th March, 1885, did not satisfy the requirements of s. 51 of the Companies Act, 1862.)

COMPANIES ACTS 1862 TO 1900.

Special Resolution

* (Pursuant to Companies Act, 1862 s. 51)
OF THERugby Advertiser
COMPANY LIMITED.

Passed

, Confirmed

At an EXTRAORDINARY GENERAL MEETING of the Members of the said Company,

duly convened and held at the Registered Office of

The blanks in
this heading
may be filled
up in writing.

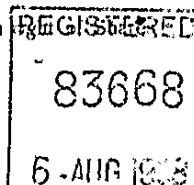
the Company No 2, Albert St. Rugby

on the fifteenth day of July 1908 in the County of Warwick,
the following Special Resolution was duly passed, and at
a subsequent Extraordinary General Meeting of the Members of the
said Company, also duly convened and held at the same place on
the thirtieth day of July 1908,
the following Special Resolution was duly confirmed

The Special
Resolution to
be printed on
this space and
not affixed to
it. The Act
does not admit
of writing.

That the following Article be substituted for Article 7th of the Articles of Association,
that is to say:—

"The qualification of a Director shall be the holding in his own
"or Stock to the nominal value of at least £25."



Signature

Frank Batts

Officer

Secretary

To be authenti-
cated by the
written signature
of an Officer of
the Company.

* (NOTE.—A Resolution in order to be "Special" must be passed at a duly convened Meeting by a three-fourth's majority, and must be confirmed by a majority at a subsequent Meeting held at an interval of not less than Fourteen Days nor more than one month from the day on which the Resolution was passed. Mr. Justice Chitty decided in the case of the *Railway Sledge Supply Company Limited* (L.R. 29 Ch. Div. 204), that the interval of not less than 14 days required to elapse between the passing and confirmatory meetings must be reckoned exclusively of the days of the holding of the two meetings; and that the interval between the 28th Feb., 1885, and the 11th March, 1885, did not satisfy the requirements of s. 51 of the Companies Act, 1862.)

NO. OF CERTIFICATE 25.139 57

FORM NO. 16.

"The Companies (Consolidation) Act, 1908."

COMPANY LIMITED BY SHARES.

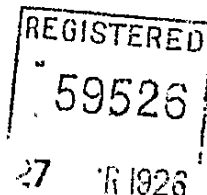
[COPY]

SPECIAL RESOLUTIONS

(Pursuant to the Companies (Consolidation) Act, 1908, Section 69 (and any other Section under which the Special Resolutions are passed and confirmed))

OF

THE RUGBY ADVERTISER LIMITED.



Passed March 31st, 1926.

Confirmed April 17th, 1926.

AT an EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Rugby, in the County of Warwick, on the 31st day of March, 1926, the following SPECIAL RESOLUTIONS were duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place on the 17th day of April, 1926, the following SPECIAL RESOLUTIONS were duly confirmed:—

(1) That the Articles of Association of the Company be altered as follows, that is to say:—

That the following Article shall be substituted for Article No. 27B:—

The Directors may at any time in their absolute and uncontrolled discretion and without assigning any reason refuse to register any proposed transfer of shares.

(2). That Article No. 49 be amended by the insertion after the words "exceed in the aggregate" the words "double the amount of."

Dated April 23rd, 1926.
2 Albert Street, Rugby.

Bellaynes
(*Printing Chairman*)
Frank Bell
Secretary;

64

NO. OF CERTIFICATE

25.139/61

FORM NO. 16.

"The Companies (Consolidation) Act, 1908."

COMPANY LIMITED BY SHARES.

[COPY]

SPECIAL RESOLUTION

(Pursuant to the Companies (Consolidation) Act, 1908, Section 69 (and any other Section under which the Special Resolutions are passed and confirmed))

OF

THE RUGBY ADVERTISER LIMITED.

Passed December 19th, 1927.

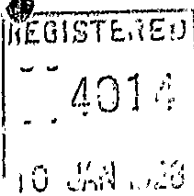
Confirmed January 5th, 1928.

AT AN EXTRAORDINARY GENERAL MEETING of the Members of the above-named Company, duly convened, and held at Rugby, in the County of Warwick, on the 19th day of December, 1927, the following SPECIAL RESOLUTION was duly passed; and at a subsequent EXTRAORDINARY GENERAL MEETING of the Members of the said Company, also duly convened, and held at the same place on the 5th day of January, 1928, the following SPECIAL RESOLUTION was duly confirmed:—

(1) That the Articles of Association of the Company shall be amended as follows:—

That the following Article, numbered 102A, shall be inserted after Article No. 102.

102A.—Any Director may from time to time and at any time appoint any male person being a Shareholder in the Company (not disapproved by a majority of the other Directors for the time being) to be an alternate Director of the Company and may at any time remove from office any alternate Director so appointed by him. An alternate Director so appointed shall not be entitled to receive in that capacity any remuneration from the Company. An alternate Director shall be entitled to receive notices of all meetings of the Directors and to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor. An alternate Director who is appointed by the Chairman or Deputy Chairman for the time being shall not by reason of his appointment be entitled to take the chair at a Board. An alternate Director shall *ipso facto* cease to be an alternate Director if his appointor ceases for any reason to be a Director. All appointments and removals of alternate Directors under this Article shall be effected in writing under the hand of the Director making or requiring such appointment and deposited with the Secretary at the registered office of the Company.



Dated January 7th, 1928.

2 Albert Street, Rugby.

Frank Betts
Secretary



Number of)
Company) 25139 0.

THE COMPANIES ACT 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

(Pursuant to s. 141 (2))

-of-

THE RUGBY ADVERTISER LIMITED

Passed 30th December 1949.



NOTICE IS HEREBY GIVEN that at an Extraordinary General Meeting of the above named Company duly convened and held at the Registered Office of the Company, 2 Albert Street, Rugby, on Friday the 30th day of December 1949, the following Resolution was duly passed as a Special Resolution :

THAT the Articles of Association embodied in the print now produced to this Meeting and for the purposes of identification initialled by the chairman be and are hereby adopted as the Articles of Association of the Company in lieu of the existing Articles.

W. Hancock.....

Chairman.

I certify that, to the best of my knowledge and belief, the conditions mentioned in subsection (2) of Section 129 of the Companies Act 1948 are satisfied at the date of this Certificate, and have been satisfied at all times since 1st July 1948.

W. Hancock..... Director



1692.....



This is a print of the Articles of Association produced to the Extraordinary General Meeting held on *thirtieth* day of *December* 1949 and referred to in the Special Resolution passed at that Meeting.

W. J. Mansel
The Companies Act 1948.

Chairman.

COMPANY LIMITED BY SHARES.

Articles of Association

OF

The Rugby Advertiser Limited.

(Adopted by Special Resolution 30th day of *December* 1949.)

1. In these regulations "the Act" means the Companies Act 1948, "Table A" means Table A in the First Schedule to the Act.
2. Regulations 24, 53, 70, 71, 75, 76, and 77 of Part I of Table A shall not apply to the Company, but the Articles hereinafter contained, together with the remaining regulations of Part I of Table A, and regulations 2, 3, 5 and 6 of Part II of Table A, subject to the modifications hereinafter expressed, shall constitute the regulations of the Company.
3. The shares shall be at the disposal of the Directors, who may allot or otherwise dispose of them to such persons at such times and on such conditions as they think proper, subject to regulation 2 of Part II of Table A, and provided that no shares shall be issued at a discount, except as provided by Section 57 of the Act.
4. In regulation 11 of Part I of Table A the words "(not being a fully paid share)" and "(other than fully paid shares)" shall be omitted.
5. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than five.
6. As remuneration for their services the Directors shall be entitled in every year to receive a sum not exceeding £1,000 to be divided amongst them as they may determine, or failing determination, equally, and such remuneration shall be exclusive of the salary or remuneration of any Managing or Technical Director as such. The Company in General Meeting may vote a further sum or sums as additional remuneration for the services of the Directors generally or

of any particular Director and may direct how such additional remuneration shall be divided. In default of and subject to any such direction, any such additional remuneration shall be divided among the Directors in such manner as they may determine, or failing determination, equally. Any such remuneration shall be deemed to accrue from day to day. The Directors shall also be paid all hotel, travelling and other expenses properly incurred by them in connection with the business of the Company.

7. The qualification for a Director shall be the holding in his own right of shares in the Company to the nominal value of at least £25.

8. The proviso to regulation 79 of Part I of Table A shall apply as if the words "double the amount of the paid up capital for the time being of the Company" were substituted for the words "the nominal amount of the share capital of the Company for the time being issued".

9. Paragraph 4 of regulation 84 of Part I of Table A shall apply as if the word "including" were substituted for the words "other than".

10. The resolution referred to in regulation 106 of Part I and regulation 5 of Part II of Table A may consist of several documents in the like form each signed by one or more persons.

11. Any person may be appointed or elected as a Director, whatever his age, and no Director shall be required to vacate his office of Director by reason of his attaining or having attained the age of seventy years or any other age. In paragraph (a) of regulation 88 of Part I of Table A the words "or 185" shall be omitted.

12. In addition and without prejudice to the provisions of regulation 87 of Part I of Table A a full-time salaried Director, including a Managing Director, may participate in the benefits of any staff contributory pension fund or life assurance scheme or similar fund or scheme on the basis of his salary as an official of the Company (excluding Directors' fees) and otherwise on the same basis as if he were a member of the staff not holding office as Director.

13. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Five members present in person or by proxy shall be a quorum.

14. In regulations 107, 108 and 109 of Table A, Part I, the reference to the office of "Managing Director" shall be deemed to include the office of departmental Manager or such other office under or special duties on behalf of the Company (except Secretary or Auditor) as the Directors think fit.

15. Any Director may by writing under his hand appoint any member of the Company who is approved by the Board of Directors to be his substitute, and every such substitute shall, in the absence from the Board of the Directors appointing him, be entitled to attend and vote at meetings of the Directors and shall have and exercise all the powers, rights, duties, and authorities of the Director appointing him. Provided always that no such appointment shall be operative unless and until the approval of the Board of Directors by a majority consisting of two-thirds of the whole Board shall have been given and entered in the Directors minute book. A Director may at any time revoke the appointment of a substitute appointed by him and, subject to such approval as aforesaid, appoint another person in his place, and if a Director shall die or cease to hold the office of Director the appointment of his substitute shall thereupon cease and determine. Every person acting as a substitute for a Director shall be an officer of the Company and shall alone be responsible to the Company for his own acts and defaults and he shall not be deemed to be the agent of or for the Director appointing him. The remuneration of any such substitute shall be payable out of the remuneration payable to the Director appointing him and shall consist of such portion of the last-mentioned remuneration as shall be agreed between the substitute and the Director appointing him.

251396
102

The Companies Act 1948.



COMPANY LIMITED BY SHARES.

Ordinary Resolution

OF

The Rugby Advertiser Limited.

Passed 16th June 1961.

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Company's registered office, 2 Albert Street, Rugby, on Friday, the 16th day of June 1961, the following RESOLUTION was duly passed as an ORDINARY RESOLUTION:--

THAT the Authorised Capital of the Company be increased to £65,000 by the creation of 40,000 new Ordinary Shares of £1. each to rank for dividend for the current financial year and in all other respects *pari passu* with the existing Ordinary Shares of the Company.

John Munnich

Chairman.



mv



To the Registrar of Companies

hereby notifies you in accordance with Section 200 of The Companies Act, 1948, that :—

At a meeting held on June 8th, 1951
the seedsmen ^{there} was elected a Director
in place of the late Justice Edwin
who died on March 29th, 1951.

PARTICULARS OF NEW DIRECTOR* OR SECRETARY (Columns 1, 2, and 4 ONLY need be completed for a Secretary)					
(1) NAME (In the case of an individual, present Christian name or names and surname,† In the case of a corporation, the corporate name)**	(2) Any former Christian name or names and surname ‡	(3) NATIONALITY	(4) USUAL RESIDENTIAL ADDRESS (In the case of a corporation, the registered or principal office)	(5) BUSINESS OCCUPATION AND PARTICULARS OF OTHER DIRECTORSHIPS §	(6) DATE OF BIRTH ¶
ALEXANDER HENDRY	NONE	BRITISH.	39 LANGSTON ROAD RUGBY WARWICKS.	Company Secretary.	

Date JUNE 23, 1951.

NOTES.

* "Director" includes any person who occupies the position of a Director by whatever name called, and includes any person who occupies the position of a Director in the name of a corporation, and includes the Secretary of the Company as constituted to act.

† "Christian name" includes a forename, and "surname" means the name by which a person is usually known by which he is known in the public.

‡ "Former Christian name" means any name by which a person has been known by which he is known in the public.

§ "Other directorships" means any directorships held by a person in any other company, whether or not the company is a limited liability company, and whether or not the company is a company limited by shares.

¶ "Date of birth" means the date of birth of a person, and the date of birth of a corporation.

erf



THE COMPANIES ACT, 1948

Notice of Increase in Nominal Capital

Pursuant to section 63

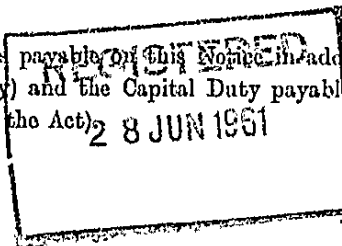
Insert the
Name
of the
Company

THE RUGBY ADVERTISER

LIMITED

NOTE.—This Notice and a printed copy of the Resolution authorising the increase must be filed within 15 days after the passing of the Resolution. If default is made the Company and every officer in default is liable to a default fine (sec. 63 (3) of the Act).

A filing fee of 5s. is payable on this Notice in addition to the Board of Trade Registration Fees (if any) and the Capital Duty payable on the increase of Capital. (See Twelfth Schedule to the Act)

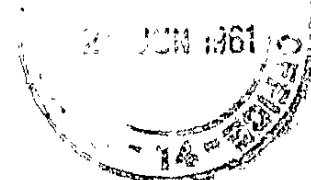


Presented by

S. J. Grey & Willcox, (R.A.)

61, Newhall Street,

Birmingham, 3.



The Solicitors' Law Stationery Society, Limited
22 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North
John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; and 157 Hope Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES BOOKS AND FORMS

To THE REGISTRAR OF COMPANIES.

The Rugby Advertiser Limited, hereby gives you notice, pursuant to

*"Ordinary", "Extra-ordinary", or "Special", Section 63 of the Companies Act, 1948, that by an * Ordinary Resolution of the Company dated the 16th day of June 1961

the Nominal Capital of the Company has been increased by the addition thereto of the sum of £40,000 beyond the Registered Capital of £25,000

The additional Capital is divided as follows:—

Number of Shares	Class of Share	Nominal amount of each Share
40,000	Ordinary	£1

The Conditions (e.g., voting rights, dividend rights, winding-up rights, etc.) subject to which the new shares have been, or are to be, issued are as follows:—

pari passu with the existing Ordinary shares.

* * If any of the new shares are Preference Shares state whether they are redeemable or not.

Signature

Wm Macaock

State whether Director
or Secretary

Director

Dated the twenty-third day of June 1961.

Note.—This margin is reserved for binding and must not be written across

THE STAMP ACT, 1891

(54 & 55 VICT., CH. 39)

cc) 1200

COMPANY LIMITED BY SHARES



Statement of Increase of the Nominal Capital OF

THE RUGBY ADVERTISER

LIMITED

Pursuant to Section 112 of the Stamp Act, 1891, as amended by Section 7 of the Finance Act, 1899, by Section 39 of the Finance Act, 1920, and Section 41 of the Finance Act, 1933.

NOTE.—The Stamp duty on an increase of Nominal Capital is Ten Shillings for every £100 or fraction of £100.

Statement is to be filed with the Notice of Increase which must be filed pursuant to Section 63 (1) of the Companies Act, 1948. If not so filed within 15 days after the passing of the Resolution by which the Capital is increased, interest on the duty at the rate of 5 per cent. per annum from the date of the passing of the Resolution is also payable. (Section 5 of the Revenue Act, 1903.)

REGISTERED
28 JUN 1961

Presented by

S. J. Grey & Willcox, (R.A.)

61, Newhall Street,

Birmingham, 3.

28 JUN 1961

The Solicitors' Law Stationery Society, Limited.

2 Chancery Lane, W.C.2; 3 Bucklersbury, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1; 15 Hanover Street, W.1; 55-59 Newhall Street, Birmingham, 3; 31 Charles Street, Cardiff; 19 & 21 North John Street, Liverpool, 2; 28-30 John Dalton Street, Manchester, 2; 157 Hope Street, Glasgow, C.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS

Companies 6B

C4123

THE NOMINAL CAPITAL

OF

The Rugby Advertiser

Limited

has by a Resolution of the Company dated

16th June, 1961 been increased by

the addition thereto of the sum of £40,000

divided into:—

40,000 Ordinary Shares of £1 each

~~Shares of~~ each

beyond the registered Capital of £25,000

Signature *M. M. M. M. M.*

(State whether Director or Secretary) *Director*

Dated the *twentieth* day of *June* 1961.

Note.—This margin is reserved for binding and must not be written across

251 39/105
The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

Ordinary Resolution

OF

The Rugby Advertiser Limited.

Passed 16th June 1961.

REGISTERED

5 JUL 1961

AT an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Company's registered office, 2 Albert Street, Rugby, on Friday, the 16th day of June 1961, the following RESOLUTION was duly passed as an ORDINARY RESOLUTION:—

THAT it is desirable to capitalise the sum of £48,696 (namely £12,416 standing to the credit of the Company's Capital Reserve Account, £25,000 standing to the credit of the Company's General Reserve Account and £11,280 part of the balance standing to the credit of the Company's Profit and Loss Account) and that such sum be capitalised accordingly and that the same be distributed among the holders of the Ordinary Shares registered in the books of the Company on the 24th day of May 1961 on the footing that the same be not paid in cash but be applied in payment in full of 48,696 of the unissued Ordinary Shares of £1 each in the capital of the Company to be distributed amongst the said members in the proportion of three such shares for every share of which they were respectively the registered holders on the said date.

Th. Mansoor

Chairman.

25139

112



The Companies Act 1948

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

THE RUGBY ADVERTISER LIMITED

Passed 1st June 1962

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held at the Company's Registered Office, 2 Albert Street, Rugby at 11 a.m. on Friday, the 1st day of June 1962, the following RESOLUTION was passed as a SPECIAL RESOLUTION:-

That the Articles of Association of the Company be altered as follows:

That Article 5 be cancelled and the following substituted:

5. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than six.

Mr. Manook

Chairman.



No: of Company: 251890



The Companies Act, 1948

COMPANY LIMITED BY SHARES

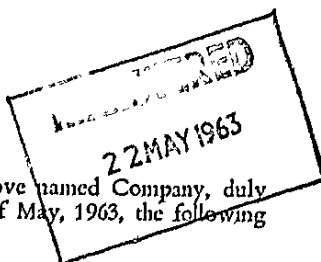
Still Private (P.T.)

Special Resolution

of

THE RUGBY ADVERTISER LIMITED

Passed the 16th day of May, 1963.



an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 2 Albert Street, Rugby on the 16th day of May, 1963, the following SPECIAL RESOLUTION was duly passed:—

That Articles 5, 6 and 7 of the Company's Articles of Association be deleted and the following Articles be substituted therefor:—

5. Unless and until otherwise determined by the Company in General Meeting the number of Directors shall not be less than two nor more than seven.
6. The Chairman of the Company shall be entitled to remuneration at the rate of £50 per annum or at such higher rate as shall from time to time be determined by the Company in General Meeting in addition to his remuneration as a Director hereinafter mentioned. The Directors of the Company shall be entitled to remuneration at the rate of £100 per annum each or at such higher rate as shall from time to time be determined by the Company in General Meeting. Such remuneration shall be deemed to accrue from day to day.
7. A Director shall not require any share qualification.

[Signature]
Chairman

presented to the Registrar of
Companies this 12th day of May 1963.

22 MAY 1963

BISCHOFF & Co.
CITY WALL HOUSE
79/83 CLEVELAND ST.
E.C.1.

AGENTS FOR
WRIGHT, HINCHCLIFF & CO.
LEAMINGTON SPA

No: of Company: 251390



The Companies Act, 1948

COMPANY LIMITED BY SHARES

Special Resolution

of

THE RUGBY ADVERTISER LIMITED

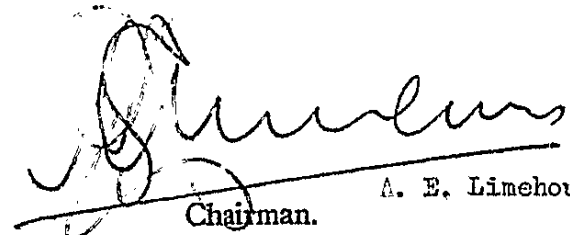
Passed the First day of May 1964

REGISTERED

5 MAY 1964

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at 2 Albert Street, Rugby, on Friday, the 1st day of May, 1964, the following SPECIAL RESOLUTION was duly passed :—

That Article 13 of the Company's Articles of Association be amended by deleting the word "five" in line three and substituting the word "two" therefor.


Chairman. A. E. Limehouse

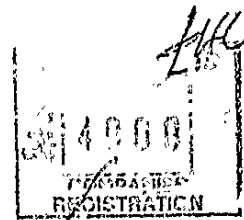
Presented to the Registrar of
Companies this 5TH day of May 1964.



No. of Company: 251390

150

25/4/83



THE COMPANIES ACTS 1948 TO 1981

Company Limited by Shares

SPECIAL RESOLUTION

of

The Rugby Advertiser Limited

Passed the 21st day of March 1983

At an EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened, and held at Tachbrook Road, Leamington Spa in the County of Warwick on Friday the 21st day of March 1983, the following was passed as a SPECIAL RESOLUTION:

SPECIAL RESOLUTION

That the name of the Company be changed to TACHBROOK ENTERPRISES LIMITED

STANLEY CLARKE
CHAIRMAN

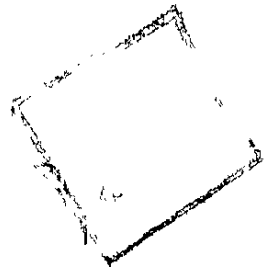


PRESENTED TO THE REGISTRAR OF COMPANIES
ON THE 22ND DAY OF MARCH, 1983.

MID
240
404154



FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 25139

[Handwritten signature]
151

I hereby certify that

THE RUGBY ADVERTYSER LIMITED

having by special resolution changed its name, is now
incorporated under the name of

TACHBROOK ENTERPRISES LIMITED

Given under my hand at Cardiff the

21ST APRIL 1983

P. WALKER

Assistant Registrar of Companies

Number of Company:

25139 / 152

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

(Copy)

SPECIAL RESOLUTION

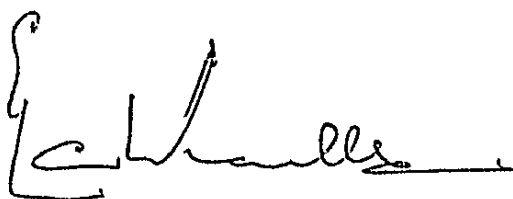
OF

TACHBROOK ENTERPRISES LIMITED

Passed the 7th day of June 1983.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company,
duly convened and held on the 7th day of June 1983, the
following SPECIAL RESOLUTION was duly passed:-

That the new Articles of Association already
approved by this Meeting, and for the purpose
of identification subscribed by the Chairman
thereof, be and the same are hereby adopted
as the Articles of Association of the Company
in substitution for, and to the exclusion of,
all the existing Articles thereof.



CHAIRMAN.

Presented by
THE LONDON LAW AGENCY LTD.,
TEMPLE CHAMBERS,
TEMPLE AVENUE
LONDON, EC4Y 0HP.



GAC/LEAM/WRIGHT

The London Law Agency Limited, Temple Chambers, Temple Avenue, London, EC4Y 0HP

No. 25139

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

NEW ARTICLES OF ASSOCIATION
OF

TACHBROOK ENTERPRISES LIMITED

(Adopted by Special Resolution passed on the 7th day of June 1983)



PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act, 1948 (such Table being hereinafter referred to as "Table A") as modified by the Companies Acts 1948 to 1981 (as defined by Section 119 (2) of the Companies Act 1981) shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 10, 11, 24, 75, 77, 98, 99, 107, 108 and 109 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Regulations of the Company.

2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 14 (10) of the Companies Act 1980) of the Company to such persons and generally on such terms and in such manner as they think fit.

4. The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the adoption of these Articles unless varied or revoked or renewed by the Company in General Meeting.

5. The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

6. Section 17 (1) of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

Presented by
THE LONDON LAW AGENCY LTD.,
TEMPLE CHAMBERS,
TEMPLE AVENUE
LONDON, EC4Y 0HP.

7. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a share shall extend to all dividends payable thereon.

8. Unless otherwise determined by the Company in General Meeting the number of the Directors shall not be less than two nor more than six.

9. (A) Courier Press (Holdings) Limited shall be a Director of the Company and shall be a Permanent Director. Courier Press (Holdings) Limited may act by any person appointed in writing as its alternate pursuant to a resolution of the Board of Courier Press (Holdings) Limited and any alternate so appointed shall continue to act until his appointment is determined. Upon any resolution of the Board of Directors of the Company such alternate shall have five votes.

(B) Courier Press (Holdings) Limited shall appoint the other Directors in writing pursuant to a resolution of the Board of Directors of Courier Press (Holdings) Limited. Any such appointment shall be revocable pursuant to such resolution upon 28 days written notice.

(C) Any appointment or notice required to be in writing by this Article shall be sufficiently made or given if signed by the hand of any two of the Directors of Courier Press (Holdings) Limited.

10. The share qualification for a Director may be fixed by the Company in General Meeting and unless and until so fixed no qualification shall be required.

11. Clause 76 of Part I of Table A shall not apply. The remuneration of the Directors shall be determined by the Company in General Meeting from time to time but any Director who by request performs special services or goes or resides abroad for any purpose of the Company may be paid such extra remuneration by way of salary percentage of profits or otherwise as the Board may determine.

12. The proviso to Clause 79 of Part I of Table A shall be omitted.

13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

14. No Meeting of the Directors shall be convened without the prior written approval of Courier Press (Holdings) Limited or of its alternate for the time being. Subject thereto Directors may meet together for the dispatch of business adjourn and otherwise regulate their Meetings as they think fit and determine the quorum necessary for the transaction of business. Until otherwise determined two Directors shall constitute a quorum. Subject as hereinbefore expressly provided as to the votes of the alternate of Courier Press (Holdings) Limited questions arising at any Meeting shall be

decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. A Director may and the Secretary on the requisition of a Director shall at any time summon a Meeting of the Directors. Notice of a Meeting of Directors need not be given to a Director who is not in the United Kingdom.

15. Directors may from time to time appoint one or more of their body to be a Managing Director or Managing Directors of the Company and may fix his or their remuneration either by way of salary or commission or by conferring a right to participation in the profits of the Company or by a combination of two or more of those modes and may provide as a term of his appointment that there be paid to him his widow or other dependents a pension or gratuity on retirement or death.

16. Every Managing Director shall, subject to the provisions of any contract between himself and the Company with regard to his employment as such Managing Director, be liable to be dismissed or removed by the Board of Directors and another person may be appointed in his place.

17. A Managing Director shall not while he continues to hold that office be liable to retire by rotation and he shall not be taken into account in determining the rotation in which the other Directors shall retire or the number to retire but he shall be subject to the same provisions as regards resignation removal and disqualification as the other Directors and if he cease to hold the office of Director from any cause he shall ipso facto cease to be a Managing Director.

18. The Directors may from time to time entrust to and confer upon the Managing Director all or any of the powers of the Directors (excepting the power to make calls forfeit shares borrow money or issue debentures) that they may think fit but the exercise of all such powers by the Managing Director shall be subject to such regulations and restrictions as the Directors may from time to time make and impose and the said powers may at any time be withdrawn revoked or varied.

19. The Directors may from time to time appoint any person or persons who shall at the time of his appointment be engaged in the service or employment of the Company to be an additional Director or Directors of the Company: Provided that not more than five such persons shall hold office by virtue of this provision at any one time any such Director shall be called an "Executive Director" and shall be subject to the following provisions hereinafter mentioned.

20. An Executive Director shall hold such office (subject to the provisions as to removal and vacation of office hereinafter mentioned) for such a period not exceeding one year from the date of his appointment as shall be named in the Resolution of the Board of Directors appointing him but at the expiration of his period of office shall be eligible for re-appointment by the Directors.

21. An Executive Director shall not be subject to retirement by rotation and shall not be taken into account in determining the rotation of retirement but he may be removed at any time and from his said office of Executive Director by a Resolution of the Board of Directors.

22. An Executive Director shall whilst holding such office also hold some other office under or otherwise be engaged in the service or employment of the Company and if from any cause he shall cease to hold such other office under or to be otherwise engaged in the service or employment of the Company he shall ipso facto cease to be an Executive Director.

23. Any vacancy which may from time to time occur in the office of Executive Director from any cause whatsoever (whether casual or otherwise) may be filled by a Resolution of the Board of Directors. Subject as aforesaid any such Executive Director shall be subject to the same provisions as to removal resignation and vacation of office as the other Directors.

24. The remuneration of any Executive Director shall be fixed by the Directors and shall be payable out of the funds of the Company.

25. Every Executive Director shall be under the control of the Directors who may from time to time make such regulations and restrictions as regards his powers and duties as they shall think fit and may at any time withdraw revoke or vary such regulations and restrictions.

26. An Executive Director shall attend such Meetings of the Directors and such other Meetings as the Board of Directors may decide.

27. An Executive Director shall not require any share qualification.

28. The Directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations gratuities pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives widows families and dependents of such persons and also establish and subsidise or subscribe to any institutions associations clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or any such other company as aforesaid, or of any persons as aforesaid and make payments for or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always if the Statutes shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposed payment being approved by the Company, any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation gratuity pension allowance or emolument. Clause 87 of Table A shall be omitted.

29. Paragraph (f) of Clause 88 of Table A shall be omitted.

30. The provisions of sub-sections (1) to (6) inclusive of Section 185 of the Companies Act 1948 shall not apply to the Company.

31. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's Reserve Fund or Reserve Accounts or to the credit of the Profit and Loss Account and accordingly that such sum be set free for distribution among the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be

not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and among such members in the proportion aforesaid or partly in the one way and partly in the other and the Directors shall give effect to such resolution; provided that a Share Premium Account and a Capital Redemption Reserve Fund may for the purposes of this Article only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.

32. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under Section 448 of the Companies Act 1948 in which relief is granted to him by the Court.



COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

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

To the Registrar of Companies

For official use

Company number

--	--	--	--	--

25139

Name of company

* Tachbrook Enterprises Limited

* insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is

Day Month

3	1	0	3
---	---	---	---

Day Month Year

3	1	0	3	1	9	8	8
---	---	---	---	---	---	---	---

The current accounting reference period of the company is to be treated as [shortened][extended]† and [is to be treated as having come to an end][will come to an end]† on

Note
Please read notes 1 to 5 overleaf before completing this form

† delete as appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary][holding company]† of Courier Press (Holdings) Limited,
PO Box 45, Tachbrook Road, Leamington Spa, CV31 3EP

, company number 105020

the accounting reference date of which is 31 March

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on N/A
and it is still in force.

Signed J. Upwood Designation† Secretary Date 28/10/87

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

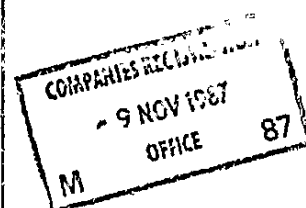
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For official Use
General Section

Post room



26.4.88 1.54

TACHBROOK ENTERPRISES LIMITED

COMPANIES ACT 1985

Registered No. 25139



COPY resolution of the type and in the terms specified below as past by the Members of the Company named above at their Extraordinary General Meeting duly convened and held at Tachbrook Road, Leamington Spa, Warwickshire on 31st March 1988

SPECIAL RESOLUTION

THAT the name of the Company be changed to Heart of England Newspapers Limited

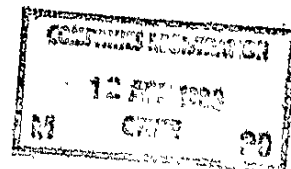
A handwritten signature in dark ink, appearing to be "L. L. L.", written over a dotted line.

CHAIRMAN

Dated the 31st day of March 1988.



L6 200 (5p)
039884



FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 25139

I hereby certify that

TACHBROOK ENTERPRISES LIMITED

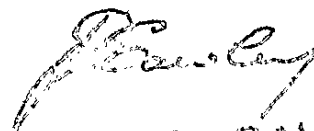
having by special resolution changed its name,

is now incorporated under the name of

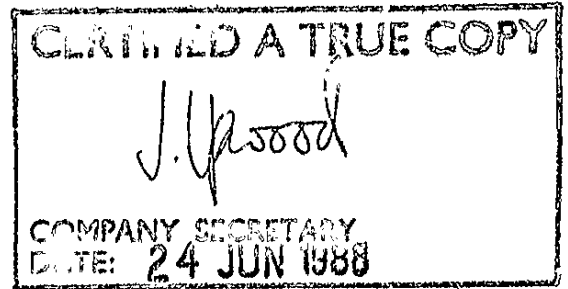
HEART OF ENGLAND NEWSPAPERS LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 26 APRIL 1988


MR. J. D. CAWLEY

an authorised officer



Company Number: 25139

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

OF

HEART OF ENGLAND NEWSPAPERS LIMITED

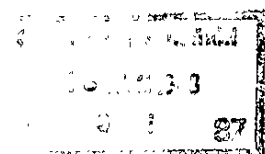
At an Extraordinary General meeting of the above named Company duly convened and held on Friday, 24th June 1988 the following Resolutions were passed as Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the Company adopt in substitution for the existing Memorandum of Association a new Memorandum of Association in the form set out in the document submitted to the Meeting and for the purpose of identification subscribed by the Secretary.
2. That the Company adopt in substitution for the existing Articles of Association new Articles of Association in the form set out in the document submitted to the Meeting and for the purpose of identification subscribed by the Secretary.

S. G. G. CLARKE

Chairman



Number: 25139

J. Upsood

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

HEART OF ENGLAND NEWSPAPERS LIMITED

(Adopted by Special Resolution passed on 24th June, 1988)

1. The Company's name is HEART OF ENGLAND NEWSPAPERS LIMITED*.
2. The Company's Registered Office is to be situated in England and Wales.
3. The Company's objects are:-
 - (A) To carry on all or any of the businesses of publishers including all forms of electronic publishing and printers lithographers engravers die sinkers book-binders producers proprietors and agents for the sale and distribution of newspapers magazines periodicals journals books and other publications and to own exploit and acquire copyrights rights of publication and reproduction and other rights in respect of any literary and other works and undertakings and to collect print and publish the same and to be printers' agents commercial and manufacturing stationers; to employ the services of and to act as agents for journalists photographers authors critics lecturers and other professional persons; to carry on all or any of the businesses of proprietors of recording film and photographic studios printers producers and dealers in films television programmes photographs record covers and sleeves music lyrics books magazines and works manufacturers producers renters letters on hire maintainers repairers importers exporters and merchants or agents for and dealers in record cassettes cartridges tapes sound recording equipment and apparatus tape recorders hi-fi and stereo equipment cine and other cameras radio and television sets musical instruments and accessories and of for and in electrical and electronic equipment appliances materials and supplies of every description insurance and general brokers financiers advertising agents amusement caterers showmen and exhibitors juke box engineers printing electrical electronic wireless sound television heating lighting telephone mechanical and general engineers and engineering contractors commission and general agents merchants and traders.

* The name of the Company was on 26.04.88. changed from Tachbrook Enterprises Limited having earlier changed on 21.04.83. from The Rugby Advertiser Limited.

- (B) To carry on any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in the sub-clause (A) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the property or rights of the Company.
- (C) To purchase take on lease or in exchange hire or otherwise acquire and hold for any estate or interest any lands buildings easements rights privileges concessions patents patent rights licences secret processes machinery plant stock-in-trade and any real or personal property of any kind necessary or convenient for the purposes of or in connection with the Company's business or any branch or department thereof.
- (D) To erect construct lay down enlarge alter and maintain any roads railways tramways sidings bridges reservoirs shops stores factories buildings works plant and machinery necessary or convenient for the Company's business and to contribute to or subsidise the erection construction and maintenance of any of the above.
- (E) To borrow or raise or secure the payment of money in such manner as the Company shall think fit for the purposes of or in connection with the Company's business and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
- (F) For the purposes of or in connection with the business of the Company to mortgage and charge the undertaking and all or any of the real and personal property and assets present and future and all or any of the uncalled capital for the time being of the Company and to issue at par or at a premium or discount and for such consideration and with and subject to such rights power privileges and conditions as may be thought fit . . debentures or debenture stock either permanent or redeemable or repayable and collaterally or further to secure any securities of the Company by a trust deed or other assurances. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company or in whose businesses or undertakings the Company is interested whether directly or indirectly.
- (G) To receive money on deposit or loan upon such terms as the Company may approve.

(H) To lend money to any company firm or person and to give all kinds of indemnities and either with or without the Company receiving any consideration or advantage direct or indirect for giving any such guarantee and whether or not such guarantee is given in connection with or pursuant to the attainment of the objects herein stated to guarantee either by personal covenant or by mortgaging or charging all or any part of the undertaking property and assets present and future and uncalled capital of the Company or by both such methods the performance of the obligations and the payment of the capital or principal (together with any premium) of and dividends or interest on any debenture stocks shares or other securities of any company firm or person and in particular (but without limiting the generality of the foregoing) any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act 1948 or otherwise associated with the Company in business.

(I) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of and give or procure the giving of donations gratuities pensions allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is for the time being the Company's Holding or Subsidiary Company as defined by Section 154 of the Companies Act 1948 or otherwise associated with the Company in business or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives widows families and dependants of any such persons and also to establish and subsidise or subscribe to any institutions associations clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid and to make payments for or towards the insurance of any such persons as aforesaid and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public general or useful object and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

(J) To draw make accept endorse negotiate discount and execute promissory notes bills of exchange and other negotiable instruments.

(K) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

- (L) To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares with or without preferred or deferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (M) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company either in cash by instalments or otherwise or in fully or partly paid-up shares of any company or corporation with or without deferred or preferred or special rights or restrictions in respect of dividend repayment of capital voting or otherwise or in debentures or mortgage debentures or debenture stock mortgages or other securities of any company or corporation or partly in one mode and partly in another and generally on such terms as the Company may determine and to hold dispose of or otherwise deal with any shares stock or securities so acquired.
- (N) To enter into any partnership or joint purse arrangement or arrangement for sharing profits union of interests or co-operation with any company firm or person carrying on or proposing to carry on any business within the objects of this Company and to acquire and hold sell deal with or dispose of shares stocks or securities of any such company and to guarantee the contracts or liabilities of or the payment of the dividends interest or capital of any shares stock or securities of and to subsidise or otherwise assist any such company.
- (O) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares stock or securities and guarantee the payment of dividends interest or capital of any shares stock or securities issued by or any other obligations of any such company.
- (P) To purchase or otherwise acquire and undertake all or any part of the business property assets liabilities and transactions of any person firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

- (Q) To sell improve manage develop turn to account exchange let on rent grant royalty share of profits or otherwise grant licences easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.
- (R) To amalgamate with any other company whose objects are or include objects similar to those of this Company whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
- (S) To subscribe for purchase or otherwise acquire and hold shares stock debentures or other securities of any other company.
- (T) To distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- (U) To do all or any of the above things in any part of the world and either as principals agents trustees contractors or otherwise and either alone or in conjunction with others and either by or through agents trustees sub-contractors or otherwise.
- (V) To do all such things as are incidental or conducive to the above objects or any of them

And it is hereby declared that save as otherwise expressly provided each of the paragraphs of this Clause shall be regarded as specifying separate and independent objects and accordingly shall not be in anywise limited by reference to or inference from any other paragraph or the name of the Company and the provisions of each such paragraph shall save as aforesaid be carried out in as full and ample a manner and construed in as wide a sense as if each of the paragraphs defined the objects of a separate and distinct company.

- 4. The liability of the Members is limited.
- 5. The share capital of the Company is £65000 divided into 65000 Shares of £1.00 each.

Number: 25139

J. Upsood

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
HEART OF ENGLAND NEWSPAPERS LIMITED

(Adopted by Special Resolution passed on 24th June, 1988)

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say, Clauses 3, 8, 24 and 64 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) of the Company to such persons and generally on such terms and in such manner as they think fit.
4. (1) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the adoption of these Articles of Association unless varied or revoked or renewed by the Company in General Meeting.
(ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make

at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

5. Section 89 (1) of the Act shall not apply to any allotment of Shares in the Company.
6. Subject to the provisions of Part V of the act the Company may:
 - (A) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
 - (B) purchase its own Shares (including any redeemable Shares);
 - (C) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.
7. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

8. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

9. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitations as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.
10. The first Director or Directors of the Company shall be the person or persons named in the Statement delivered under Section 10 of the Act. If the instrument of appointment of a Director so provides, he shall be a Permanent Director and not subject to retirement by

rotation; and Clauses 73 to 77 (inclusive) of Table A shall not apply to any Permanent Director.

11. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
12. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
13. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.
14. If any Director shall be called upon to perform extra services or to make special exertions on going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.

TRANSFER OF SHARES

15. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.

Company Number: 25139

HEART OF ENGLAND NEWSPAPERS LIMITED

THE COMPANIES ACTS 1985 AND 1989

A PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

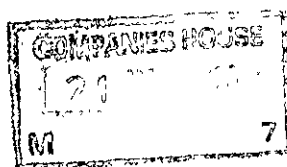
HEART OF ENGLAND NEWSPAPERS LIMITED

At an Extraordinary General meeting of the above named Company duly convened and held on 15th June 1990 the following Resolution were passed as Special Resolution:-

SPECIAL RESOLUTION

That the Company adopt in substitution for the existing Articles of Association new Articles of Association in the form set out in the document submitted to the Meeting and for the purpose of identification subscribed by the Secretary.

.....*A H Raymond*
A H Raymond
Chairman



THE COMPANIES ACT 1985 TO 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HEART OF ENGLAND NEWSPAPERS LIMITED

(Adopted by Special Resolution dated 15th June 1990)

PRELIMINARY

1. The Regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save insofar as they are excluded or varied hereby: that is to say, Clauses 3, 8, 24, 64 and 79 of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.
2. The Company is a private company and accordingly no offer shall be made to the public (whether for cash or otherwise) of any Shares in or Debentures of the Company and no allotment or agreement to allot (whether for cash or otherwise) shall be made of any Shares in or Debentures of the Company with a view to all or any of those Shares or Debentures being offered for sale to the public.

SHARES

3. The Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the 1985 Companies Act) (hereinafter referred to as "the 1985 Act")) of the Company to such persons and generally on such terms and in such manner as they think fit.
4. (i) The general authority conferred by Article 3 hereof shall extend to all relevant securities of the Company from time to time unissued during the currency of such authority. The said general authority shall expire on the fifth anniversary of the adoption of these Articles of Association unless varied or revoked or renewed by the Company in General Meeting or by written Resolution.

- (ii) The Directors shall be entitled under the general authority conferred by Article 3 hereof to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority.

TRANSFER OF SHARES

5. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share.
6. Section 89 (1) of the 1985 Act shall not apply to any allotment of Shares in the Company.
7. Subject to the provisions of Part V of the 1985 Act the Company may:
 - (a) issue any Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the holder thereof;
 - (b) purchase its own Shares (including any redeemable Shares);
 - (c) make a payment in respect of the redemption or purchase under Section 159 or (as the case may be) Section 162 of the 1985 Act of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares.
8. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any Member whether solely or one of two or more joint holders for all monies presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to all dividends payable thereon.

GENERAL MEETINGS

9. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words "and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

10. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitations as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A.
11. No Director shall be subject to retirement by rotation, and clauses 73 to 75 (inclusive) of Table A shall not apply to any Director and clauses 76 and 77 shall be amended accordingly.
12. A Director shall not be required to hold any Share qualification but he shall be entitled to receive notice of and to attend and speak at any General Meeting of the Company.
13. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
14. A Director may vote as a Director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.
15. If any Director shall be called upon to perform extra services or to make special exertions on going or residing abroad or otherwise for any of the purposes of the Company, the Company may remunerate the Director so doing either by a fixed sum or by a percentage of profits or otherwise as may be determined by a resolution passed at a Board Meeting of the Directors of the Company and such remuneration may be either in addition to or in substitution for any other remuneration to which he may be entitled as a Director.
16. A person may be appointed a Director of the Company even if he has attained the age of 70, and a Director of the Company shall not be required to vacate his office purely because he attains the age of 70.
17. The Company may purchase and maintain, for any officer of the Company or any person (whether an officer or not) employed by the Company as auditor, insurance against any such liability as is contained in Section 310 of the 1985 Act.

18. The Directors may appoint and dismiss an assistant secretary and authorise him to sign on behalf of the Company all documents that are required to be delivered to the Registrar of Companies for England and Wales.
19. The Directors may appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

Company No: 25139

THE COMPANIES ACTS 1985 AND 1989

ELECTIVE RESOLUTIONS

of

HEART OF ENGLAND NEWSPAPERS LIMITED

At a duly convened Annual General Meeting of the Company held on 19th July 1990 at 1 Lincoln Court, Lincoln Road, Peterborough PE1 2RF the following resolutions were passed:-

ELECTIVE RESOLUTIONS

1. The Company henceforth shall not lay accounts and
(Section 252)
reports before the Company in General Meeting.
2. The Company shall not be obliged to appoint auditors
(Section 386).
annually.
3. The Company shall not henceforth hold Annual General
(Section 366 (A))
Meetings.

Dated: 19th July 1990


B.J. ALLPRESS
Chairman

COMPANIES HOUSE
- 4 OCT 1990

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Company No.25139

THE COMPANIES ACT 1985 (AS AMENDED)

SPECIAL RESOLUTION

of

HEART OF ENGLAND NEWSPAPERS LIMITED

At an Extraordinary General Meeting of the above named Company held on 23rd December 1992 at 1 Lincoln Court, Lincoln Road, Peterborough, the following Resolution was passed:-

SPECIAL RESOLUTION

THAT, the company having satisfied the provisions of section 250, Companies Act 1985, relating to dormant companies, the company be exempt from the obligation to appoint auditors as otherwise required by section 384 of that Act.

Dated: 23rd December 1992

.....*D K Walsley*✓
D K Walsley
Director

