

No. of Company 190681

The Companies Acts 1908 to 1917
and

The Companies Acts 1948 to 1967

COMPANY LIMITED BY SHARES

Memorandum and Articles of Association of

ORDPRINT LIMITED

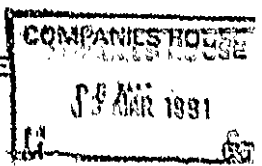
(Incorporated the 15th day of June 1923)

Certified a true complete
and up to date copy of the
within written Memorandum
and Articles of Association

Signed... *J. Blaker*
Director/Secretary

Dated *7th December*1990

Jordan & Sons Limited
Legal and Information Services
Printers and Publishers
Jordan House
47, Brunswick Place, London N1 6EE
Telephone 012533030 Telex 261010



15-03-91

THE COMPANIES ACTS 1908 to 1917

and

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

ORDPRINT LIMITED

1. *The name of the Company is "ORDPRINT 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 enter into and carry into effect, either with or without modification or alteration as may be agreed upon, and either before or after execution, an agreement already prepared and expressed to be made between Benjamin Thomas Ord of the one part and The Company of the other part, the draft of which has been subscribed with a view to identification by the said Benjamin Thomas Ord.
 - (B) To carry on the business of stationers, printers, publishers, lithographers, stereotypers, electrotypes, photographic printers, photolithographers, engravers, die-sinkers, envelope manufacturers, bookbinders, account book manufacturers, machine rulers, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, type foundry, photographers, book and print sellers and art journalists, manufacturers of and dealers in playing, visiting, railway, festive, complimentary and fancy cards and valentines, dealers in parchment, advertising agents, designers, draughtsmen, ink manufacturers, booksellers, publishers, paper manufacturers, and dealers in the materials used in the manufacture of paper, engineers, cabinet makers, and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them, or connected therewith.
 - (C) To carry on the business of newspaper and magazine printers, newsagents, journalists and literature agents.

* On the 31st day of July, 1953 the name of the Company was changed from " B. T. ORD LIMITED" TO "ORD AND PRINTING LIMITED" and was further changed on the 3rd day of March, 1970 to the above.

(D) To carry on the business of manufacturers of and distributors of and dealers in engraving, prints, pictures drawings, picture frames, colours, oils, paints, painting brushes and other instruments, articles and ingredients relating to any such business.

(E) To carry on the business of advertising contractors and agents and any other business which may be useful to or in connection with such business.

(F) To carry on the business of manufacturers of all kinds of appliances, apparatus, printings and materials employed by advertising contractors and any other business, to sell, dispose of and use the same for the purposes of the business of the Company.

(G) To carry on the business of manufacturers of and dealers in paper of all kinds and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, railway and other tickets, mill boards and wall and ceiling papers.

(H) To sell, lease, let, mortgage or otherwise dispose of the lands, houses, buildings, hereditaments and other property of the Company.

(I) To apply to and take out, purchase or otherwise acquire any patents, patent rights or inventions or secret processes, which may be useful for the Company's objects, and to grant licenses to use the same.


(J) To carry on any other trade or business of a similar nature which in the opinion of the Company, may be advantageously or conveniently carried on in connection with or by way of extension of the business of the Company, or is calculated, directly or indirectly, to develop any branch of the Company's business, or to increase or enhance the value of, or turn to account any of the Company's assets, property or rights.

(K) To acquire from time to time, or become interested in, or take over the whole or any part of the business or property of any person, corporation or association carrying on, or about to carry on, any business which the Company is authorised to carry on, and in connection with such transaction to undertake all or any of the liabilities of any such person, corporation or association as may be necessary or convenient for any business for the time being carried on by the Company.

(L) To purchase, take on lease, or in exchange, hire, or otherwise acquire and hold, sell and dispose of any estate or interest in lands, buildings, easements, rights, privileges, concessions, machinery, patents, plant, trade marks, copyright, stock-in-trade, and all real and personal property.

(M) To erect, construct, enlarge, alter and maintain any buildings, works, machinery, houses and premises.

(N) To borrow or raise, or secure the payment of money by mortgage, or by issue of Debentures or Debenture Stock, perpetual



or otherwise, or in such manner as the Company shall think fit, and for the purposes aforesaid to charge all or any of the Company's property or assets, present and future, including its uncalled Capital, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

* (NN) Either with or without the Company receiving any consideration direct or indirect from giving any such guarantee 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 any contract or obligation whatsoever of any person firm or company, and in particular (but without limiting the generality of the foregoing) of any subsidiary as defined by Section 736 of the Companies Act 1985 or of the company which is for the time being the Company's holding company as defined by the said Section, or another subsidiary, as defined by the said Section, of the Company's holding company or otherwise associated with the Company in business.

(O) To promote any other company for the purpose of acquiring all or any of the property and undertaking any of the liabilities of this Company, or of undertaking any business or operations which may appear likely to assist or benefit this Company, or to enhance the value of any property or business of this Company.

(P) To draw, make, accept, endorse, discount and issue promissory notes, bills of exchange, cheques, bills of lading, warrants, debentures and other negotiable or transferable instruments.

(Q) To pay for any property or rights acquired by the Company in cash or Shares, or by any securities which the Company has power to issue.

(R) To pay all costs, charges and expenses incurred in or about the promotion and establishment of this Company, or which the Company may consider to be preliminary.

(S) To sell or dispose of the undertaking of the Company or any part thereof, in such manner and for such consideration as the Company may think fit, and in particular for shares (fully or partly paid up); debentures, debenture stock, or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose of, turn to account, or otherwise deal with all or any part of the property and rights of the Company.

(T) To amalgamate, or enter into partnership, or any other arrangement for sharing profits union of interests, or co-operation with any company, firm or person, and to acquire and hold shares or securities, or otherwise invest in, subsidise or assist any such person, company or firm.

(U) To invest monies with any person, company or firm and to acquire, hold and dispose of shares, debentures, stock or securities, or other interests of any other person or firm or company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as to, directly or indirectly, benefit this Company.

(V) To distribute any property of the Company among the Members in specie.

(W) To do all or any of the above things in any part of the world, and either as principal, agents, or otherwise, and either alone or in conjunction with others, and by or through agents, contractors, trustees or otherwise.

(X) To do all such other things that are incidental, or the Company may think conducive, to the attainment of the above objects or any of them.

* Clause (NN) was incorporated by the Company by Special Resolution.

4. The liability of the Members is limited.

5. *The Share Capital of the Company is £30,000 divided into 30,000 Shares of £1 each, with power to increase the same by Extraordinary Resolution, from time to time consider expedient. Any of the Shares in the Capital of the Company for the time being may be issued with or subject to any preferential, deferred, or other special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of Capital, or otherwise. The rights of the holders of any special class of Shares for the time being forming part of the Capital of the Company may be modified, affected, varied, extended or surrendered with the sanction of an Extraordinary Resolution of the Members of the class, as provided by the Articles of Association registered herewith, but not further or otherwise.

* By Resolutions Passed on the 24th day of August 1956, the 30th day of December, 1969, and the 27th day of November, 1978, the Share Capital was increased from £4,000 to £30,000.

We, the several persons whose names, addresses, and descriptions 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.

Names, addresses and descriptions of Subscribers	Number of Shares taken by each Subscriber
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BENJAMIN THOMAS ORD,
17, Hutton Avenue,
West Hartlepool.

- One

Printer.

JOHN COLLINGWOOD FORTUNE,
29, Stanhope Avenue,
West Hartlepool.

- One

Chartered Accountant.

Dated this 13th day of June, 1923.

Witness to the above Signatures:- LESLIE L. PILKINGTON,
West Hartlepool.
Solicitor.

THE COMPANIES ACTS 1908 to 1917

and

THE COMPANIES ACTS 1948 to 1967

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

ORDPRINT LIMITED

(As altered by Special Resolutions passed on the 24th day of August, 1956 and the 29th day of March, 1972)

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained in the Table "A" in the first Schedule to the Companies (Consolidation) Act, 1908 (hereinafter referred to as Table "A"), shall apply to this Company.

2. In Clause 1 of Table "A" between the words "Regulations" and "unless", the words "and in any Articles adopting the same", shall be inserted.

3. Sections 2, 5, 31, to 40 (both inclusive) 51, 56, 68, 70, 76 77, 101, and 108 of Table "A" shall not apply to the Company, and in lieu thereof the Clauses hereinafter contained shall be applicable.

4. The Company shall as speedily as possible after the incorporation of the Company, enter into the agreement referred to in Clause 3 (A) of the Memorandum of Association and the Directors shall carry the same into effect, with full power, nevertheless, from time to time to agree to any modification of the terms of the said agreement, either before or after the execution thereof. The basis on which the Company is established is that the Company shall enter into the said agreement on the terms therein contained, subject to any modification (if any) as aforesaid, and no objection shall be taken to the said agreement, nor shall any Promoter or Director be liable to account to the Company for any profit or benefit derived by him under the said agreement by reason of any Promoters or Directors of the Company being interested in the said agreement, or of the Board of Directors not being in the circumstances an independent Board, and every Member of the Company present and future shall be deemed to be a Member of the Company on these terms.

PRIVATE COMPANY

5. The Company is a "Private Company" within the meaning of The Companies Acts, 1908 to 1917, and accordingly (a) the right to transfer the Shares of the Company shall be restricted in manner and to the extent hereinafter appearing; (b) the number of the Members of the Company (exclusive of persons in the employment of the Company, and of persons who, having been formerly in the employment of the Company, were while in such employment, and have continued after the determination of such employment to be members of the Company) shall be limited to fifty, provided that, for the purpose of this provision, where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single Member; and (c) no invitation shall be issued to the public to subscribe for any Shares or Debentures, or Debenture Stock of the Company.

6. In Clause 9 of Table "A" the words "not being a fully paid Share", and "other than fully paid Shares", shall be omitted.

SHARES

7. 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 at such times as the Directors shall think fit, subject always to Clause 5 hereof, and the provisions of the said agreement as to the Shares to be allotted in pursuance thereof, and provided that no Shares shall be issued at a discount, and (subject as aforesaid and to any directions which may from time to time be given by the Company in General Meeting) the Directors shall have power to issue any Shares with any preferential, special or qualified rights, privileges or conditions attached thereto.

TRANSFER OF SHARES

8. Clauses 18 and 19 of Table "A" shall be read subject to the provisions of Clause 12 hereof.

9. No transfer of any Share in the Company shall be made to a person not a Member of the Company, so long as any Member may be willing to purchase such Share, at such price as shall be certified in writing by the Auditor for the time being of the Company, to be the fair selling value thereof as between a willing Vendor and a willing purchaser, but if no Member be found willing to purchase such Share as aforesaid then no transfer shall be made or registered without the previous sanction of the Directors, who may without assigning any reason, decline to give any such sanction, and shall so decline in the case of any transfer the registration of which would involve a contravention of Article 5 hereof.

PROCEEDINGS AT GENERAL MEETINGS

10. The following words shall be added after the last word of Clause 49 of Table "A": "A General Meeting may, with the written consent of all the Members, be convened by a shorter notice, and in such manner as the Members think fit."

11. No business shall be transacted at any General Meeting unless a quorum of Members is present when the Meeting proceeds to business. Save as herein otherwise provided two Members personally present shall be a quorum.

12. The said Benjamin Thomas Ord, so long as he shall be sole Director, shall preside at every General Meeting, but if at any Meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to act as Chairman the Members present shall choose some Director, or if no Director be present, or if all the Directors present decline to take the chair, they shall choose some Member present to be Chairman of the meeting.

13. At any General Meeting, a Resolution put to the vote of the Meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least two Members, or by a Member holding not less than one-fourth of the issued Share Capital of the Company, and unless a poll is so demanded, a declaration by the Chairman that a Resolution has on a show of hands 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 Minute Book 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 the Resolution.

DIRECTORS

14. The said Benjamin Thomas Ord shall be the first Director of the Company, and he shall hold office until he die or resign, or cease to hold five Shares in the Company. The remuneration of the first Director shall be such sum as he shall from time to time be fixed by the Company in General Meeting. While the said Benjamin Thomas Ord holds office as Director, all powers, authorities, and discretions vested in the Directors by the Companies Acts, Table "A", or these Articles, shall be vested in him alone, and all other Directors (if any) for the time being of the Company shall exercise such powers only as the said Benjamin Thomas Ord may delegate to them, and they shall be under his control, and shall be bound to conform to his directions in regard to the Company's business.

15. So long as the said Benjamin Thomas Ord shall continue to hold office as Director, he may from time to time and at any time appoint other persons to be Directors of the Company and define, limit, and restrict their powers, and fix their remuneration and duties, and may at any time without notice remove any Director so appointed from office.

16. So long as the said Benjamin Thomas Ord shall continue to hold office as Director, the provisions of Table "A" as modified by these Articles as to appointment, remuneration, qualification, rotation and removal of Directors shall be in abeyance. So soon as the said Benjamin Thomas Ord ceases to be a Director of the Company, the Company in General Meeting shall appoint Directors to whom the provisions of Table "A" as modified by these Articles shall apply.

- * 17. Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be more than six.

BORROWING POWERS OF DIRECTORS

- * 18. The Directors may exercise all the powers of the Company to borrow money whether in excess of the nominal amount of the share capital of the Company for the time being issued or not and to mortgage or charge its undertaking property and uncalled capital or any part thereof and subject to Section 80 of the Companies Act 1985 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.

SEAL

19. The Seal of the Company shall not be affixed to any instrument except by the authority of a Resolution of the Board of Directors, and in the presence of at least two Directors or one Director and the Secretary; and such two Directors or one Director and the Secretary shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS.

20. The office of Director shall be vacated:-

(1) If by notice in writing to the Company he resigns the office of Director.

(2) If he ceases to be a Director by virtue of Section 73 of the Companies (Consolidation) Act, 1908.

(3) If he absents himself from the meetings of the Directors during a continuous period of three months without special leave of absence from the Directors, and they pass a Resolution that he has by reason of such absence vacated office.

(4) If he becomes bankrupt.

(5) If he is found lunatic or becomes of unsound mind.

(6) A Director of the Company will resign his office of Director at the end of the financial year in which he attains the age of 65 years.

- * 21. Subject to the provisions of Section 317 of the Companies Act 1985 in so far as the provisions relate to a private Limited Company a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement where he has previously disclosed his interest to the Company or in respect of his appointment to any office or place of profit under the Company or of the arrangement of the terms thereof and may be counted in the quorum at any meeting at which any such matter is considered.

ROTATION OF DIRECTORS

22. In Clause 78 of Table "A" the words "after this Article shall cease to be in abeyance in accordance with the Articles of Association" shall be inserted between the words "the Company" and "the whole".

PROCEEDINGS OF DIRECTORS

23. Clause 87 to 93 of Table "A", inclusive, shall be in abeyance so long as the said Benjamin Thomas Ord shall, in accordance with these Articles, be sole Director.

24. A Resolution in writing, signed by every Member of the Board or by the said Benjamin Thomas Ord so long as he shall be sole Director, shall have the same effect and validity as a Resolution of the Board duly passed at a Meeting of the Board, duly convened and constituted.

COMMENCEMENT OF BUSINESS

25. The Business of the Company may be commenced as soon after the incorporation of the Company as the Directors shall think fit, and notwithstanding that only part of the Shares have been allotted.

NOTICES

26. A Meeting to confirm a Special Resolution may be called contingently on the Resolution having been duly passed at a previous Meeting, and both Meetings may be convened by one notice.

WINDING UP

27. In a winding up the liquidator may, with the sanction of an Extraordinary Resolution, distribute all or any of the assets in specie among the contributors in accordance with their rights.

CAPITALISATION OF PROFITS

28. The Company in General Meeting may upon the recommendation of the Directors resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the share 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 all unissued shares or debentures of the Company to be allocated and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and all the Directors shall give effect to such resolutions.

Names, addresses and descriptions of Subscribers

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17, Hutton Avenue,
West Hartlepool.

Printer.

JOHN COLLINGWOOD FORTUNE,
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