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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 764312

The Registrar of Companies for England and Wales hereby certifies that  
TINA INVESTMENT CO. LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
TINA PUBLISHING LTD.

Given at Companies House, Cardiff, the 23rd January 1996

  
A. F. FLETCHER

For the Registrar of Companies



\*C00764312M\*



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

HC006B

COMPANIES ACTS 1985 TO 1989

**ORDINARY AND SPECIAL  
RESOLUTIONS**

OF

**TINA INVESTMENT CO. LIMITED**

COMPANY NUMBER

764312

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Passed 3rd December 1995

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**AT an EXTRAORDINARY GENERAL MEETING** of the above named Company duly convened and held at Orchard House, Mutton Lane, Potters Bar, Herts EN6 3AX, on Sunday the 3rd day of December 1995 the following **RESOLUTIONS 2 and 3** were duly passed as **ORDINARY RESOLUTIONS** and **RESOLUTIONS 1, 4 and 5** were duly passed as **SPECIAL RESOLUTIONS:-**

**SPECIAL RESOLUTION**

1. That the name of the Company be changed to **TINA PUBLISHING LTD.**

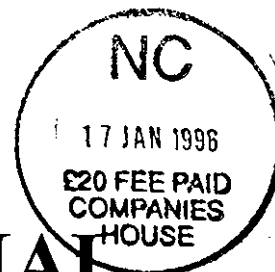
**ORDINARY RESOLUTIONS**

2. That the authorised share capital of the Company be increased from £100 to £100,000 by the creation of 99,900 additional Ordinary shares of £1 each ranking pari passu in all respects with the existing Ordinary shares of £1 each in the capital of the Company.
3. That the Directors be and are hereby generally and unconditionally authorised for the purposes of Section 80 of the Companies Act 1985 to allot shares up to the amount of the authorised share capital of the Company (£100,000) at any time or times during the period of five years from the date of this resolution.

**SPECIAL RESOLUTIONS**

4. That the provisions of the Memorandum of Association of the Company be amended as follows:-

(i) by adopting in substitution for and to the exclusion of the present objects clause 3(a) the new objects clause 3(a) submitted to the Meeting and annexed here



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- (ii) by deleting the existing Clause 3(c) and by substituting therefor the following new sub-clause:

To carry on any other trade or business whatever which can in the opinion of the Board of Directors be advantageously or conveniently carried on in connection with or ancillary to any of the businesses of the Company or which may be expected to increase the value of or make more profitable all or any of its properties, assets, rights or interests.

- (iii) by deleting the existing Clause 3(d) and by substituting therefor the following new sub-clause:

To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.

- (iv) by inserting the word 'goodwill' after the word 'business' in the second line of Clause (e)

- (v) by deleting the existing Clause 3(f) and by substituting therefor the following new sub-clause:

To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, copyright, know how, licences, secret processes, trade and service marks, designs, protections and concessions and to disclaim, alter, modify, renew, develop, use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.

- (vi) by deleting the existing Clause 3(j) and by substituting therefor the following new sub-clause:

To guarantee the payment of any monies or the performance of any contracts, liabilities, duties, obligations or engagements of any company, firm or person, and to become liable or responsible for money, and to undertake obligations of every kind and description, upon such terms as the Company may consider desirable and without prejudice to the generality thereof and with or without the Company receiving any consideration to guarantee and/or give security (either by way of mortgage or charge on all or any part of the property and undertaking present and future, and the uncalled capital of the Company or otherwise) for the performance of the obligations of any company, firm or person and the payment of the principal of the dividends, interest and premiums on any stock, shares, debentures, debenture stock or other securities of any company.

- (vii) by adding after the word corporation in sub-clause (m) the following words:

'having objects altogether or in part similar to those of the Company or carrying on any businesses capable of being carried on so as to directly or indirectly benefit the Company or enhance the value of its property and co-ordinate, finance and manage the businesses and operations of any company in which the Company holds any such interest.'

- (viii) by deleting the existing Clause 3(n) and by substituting therefor the following new sub-clause:

To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.

- (ix) by deleting the existing Clause 3(o) and by substituting therefor the following new sub-clause:

To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or the securities of the Company.

- (x) by deleting the existing Clause 3(q) and by substituting therefor the following new sub-clause:

To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the company, its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors or employees of, or who are serving or have served any subsidiary of the Company or of the predecessors in the business of the company or any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such person; to make payments toward insurance; to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person and of their wives, widows, children and other relatives and dependants; and set up, establish support and maintain

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profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

(xi) by deleting the existing Clause 3(s) and by substituting therefor the following new sub-clause:

To distribute among the Members of the Company in kind any property of the Company of whatever nature whether by way of dividend or upon a return of capital, 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.

(xii) by the addition after the last sentence of Clause 3 of the following:

The word "company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.

(xiii) by deleting the existing sub-clauses (b) and (r) and renumbering the remaining sub-clauses accordingly and by renumbering the existing sub-clause (t) as new sub-clause (v).

(xiv) by inserting the following new clause as sub-clause (r)

To enter into partnership, or into any agreement or joint purchase or joint venture arrangement, or any arrangement for sharing profits and losses, or union of interest, or co-operation with any person, company, corporation or association carrying on, or proposing to carry on any business or transaction which the Company may legally carry on or enter into, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and in connection therewith to grant and receive guarantees, and to acquire and hold shares, stock or securities of any such company; and to enter into any contract with any person, company, corporation or association to regulate the course of business for the purpose of establishing any tariff or prices, or otherwise and to contribute out of the Company's funds to any association or fund calculated directly or indirectly to benefit the Company or its interests and to amalgamate with any person or firm, or any company, whose objects are within the objects of the Company; and for that purpose to purchase or sell for shares (preference, ordinary, deferred or otherwise) the undertaking of the Company or such person, firm or other company, subject to the liabilities of the Company or such person, firm, or other company, with or without winding up, or to purchase or sell for shares (preference, ordinary, deferred or otherwise) all the shares or stock of the Company or any such other company as aforesaid, or to amalgamate by partnership, or any arrangement of the nature of partnership or in any other manner; and to take by subscription, purchase or otherwise, and hold shares (preference, ordinary, deferred or otherwise) or stock in, or debentures or other securities of any company, society or undertaking having any object of a like nature with any of those of the Company, or such as may be deemed likely to advance in any way the interests of the Company.

(xv) by inserting the following new clause as sub-clause (s)

To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with any of the property and effects of the Company.

(xvi) by inserting the following new clause as sub-clause (t)

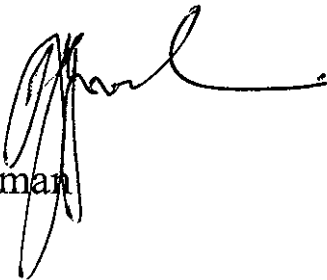
To apply for, promote, and obtain any Act of Parliament, Provisional Order, or Licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification which may seem calculated directly or indirectly to promote the Company's interest, and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interests.

(xvii) by inserting the following new clause as sub-clause (u)

To create and issue at par, or at a premium or discount, debentures or debenture stock, in either permanent, redeemable, or other repayable form, bonds, and any other obligations or securities of the Company, and to grant standard or other securities in favour of lenders or trustees for lenders in order to secure any money borrowed or raised by the Company, and to exchange or convert from time to time any such securities.

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5. That the regulations contained in the printed document submitted to this Meeting and annexed hereto, and, for the purpose of identification, signed by the Chairman, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

  
Chairman

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