



Please do not
write in this
binding margin



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

*Insert full name
of Company

†Please indicate
whether you are
a Solicitor of
the Supreme
Court (or in
Scotland 'a
Solicitor')
engaged in the
formation of the
company, or
a person named
as director or
secretary of the
company in the
statement
delivered under
section 21 of the
Companies Act
1976

THE COMPANIES ACTS 1948 TO 1980

Declaration of compliance with the requirements on application for registration of a company

41a

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

[] [] [] []

[] 876409 / 1 []

Name of Company

ADVASICN LIMITED

I, John Regan
of 25/35 City Road,
London EC1T 1AA

do solemnly and sincerely declare that I am a person named as Secretary of
the Company in the statement delivered under section 21
of the Companies Act 1976 of ADVASICN LIMITED

and that all the requirements of the Companies Acts 1948 to 1980
in respect of the registration of the said company
and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing
the same to be true and by virtue of the provisions of the
Statutory Declarations Act 1835

Declared at 25/35 City Road
London EC1Y 1AA

Signature of Declarant

[Handwritten Signature]

the 1st day of November

One thousand nine hundred and Eighty Four

before me W J [Signature]

A Commissioner for Oaths or Notary Public or Justice of the
Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

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

Express Company Registrations Ltd.,
Epworth House,
100 City Road,
London E.C.1.
01 628 6434/5

For official use

New companies section

Post room

Express Company Registrations Ltd.
 15/35 City Road,
 London E.C.1.
 Tel 628 5434/5

1876409/3

P.

- E90

(B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;

(C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;

(D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;

(E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company the case may be;

(F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;

(G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world;

(H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;

(I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;

(J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;

(K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;

(L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, 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;

(M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;

(N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;

(O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

(P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;

(Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;

(R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

(S) 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, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;

(T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;

(U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting 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. ✓

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

Sw

STEPHEN FREDERICK WALFORD

ONE

EPWORTH HOUSE
25/35 CITY ROAD
LONDON EC1

COMPANY FORMATION ASSISTANT

JOHN REGAN

ONE

EPWORTH HOUSE
25/35 CITY ROAD
LONDON EC1

COMPANY SEARCH ASSISTANT

The 1st day of November 1984

WITNESS to the above signatures:

YAP KIM LAN

EPWORTH HOUSE
25/35 CITY ROAD
LONDON EC1

COMPANY FORMATION ASSISTANT

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

1876409/4

ARTICLES OF ASSOCIATION

OF

ADVASIGN LIMITED ✓

PRELIMINARY

1. Subject as hereinafter provided, the regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948, as in force at the date of incorporation of the Company (hereinafter referred to as "Table A"), shall apply to the Company.

2. Regulations 11, 24, 75, 77 and 79 of Table A shall not apply to the Company but the Articles hereinafter contained and the remaining regulations of Table A, subject to the modifications hereinafter contained, shall constitute the regulations of the Company.

SHARES

3. The Company is a private company limited by shares and, accordingly,

- (a) any offer to the public (whether for cash or otherwise) of any shares in or debentures of the Company, and ✓
- (b) any allotment of, or agreement to allot (whether for cash or otherwise) 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

are prohibited.

4. The directors of the Company are authorised during the period of five years from the date of incorporation of the Company to allot, grant options over or otherwise dispose of the original shares in the capital of the Company to such persons at such times and on such conditions as they think fit, subject to the provisions of Articles 3 and 5 hereof and provided that no shares shall be issued at a discount.

5. Subject to any direction to the contrary that may be given by the Company in general meeting, any original shares for the time being unissued and any new shares from time to time to be created shall, before they are issued, be offered to the members in proportion as nearly as possible to the nominal value of the existing shares held by them and such offer shall be made by notice specifying the number of shares to which the member is entitled and limiting a time within which the offer if not accepted shall be deemed to be declined; and after the expiration of such time or on receipt of an intimation from the member to whom the notice is given that he declines to accept the shares, the directors may dispose of the same in such manner as they think most beneficial to the Company. The provisions of section 17 of the Companies Act 1980 shall have effect only insofar as they are not inconsistent with this Article.

6. In regulation 3 of Table A for the word "ordinary" there shall be substituted the word "special" and the words from "on such terms" to the end shall be omitted.

7. Subject to the provisions of Part III of the Companies Act 1981, the Company is authorised to purchase its own shares.

LIEN

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 or not they are fully paid shares) standing registered in the name of any person indebted or under liability to the Company for all monies presently payable to him or his estate to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders; 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, if any, on a share shall extend to all dividends payable thereon.

TRANSFER AND TRANSMISSION OF SHARES

9. The instrument of transfer of a fully paid share need not be executed by or on behalf of the transferee and regulation 22 of Table A shall be modified accordingly.

10. Save in the circumstances set out in the next succeeding Article 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.

11. Subject as hereinafter provided

- (a) any share may be transferred to a person who is already a member of the Company;
- (b) any share may be transferred by a member of the Company to any child or remoter issue, parent, brother, sister, or spouse of that member, and any share of a deceased member may be transferred to his personal representatives to any child or remoter issue, parent, brother, sister, widow, or widower of such deceased member and shares standing in the name of a deceased member or his personal representatives may be transferred to the trustees of his will; and
- (c) any share standing in the names of the trustees of the will of any deceased member or of a settlement created by a member or a deceased member may be transferred upon any change of trustees to the trustees for the time being of such will or settlement or to a person to whom such member or deceased member would have been entitled to transfer the same.

Provided always that nothing hereinbefore in this Article contained shall prevent the directors from declining to register a transfer of a share (i) on which the Company has a lien or (ii) to any infant, bankrupt or person of unsound mind.

12. The proviso to regulation 32 of Table A shall not apply to the Company.

GENERAL MEETING

13. Every notice convening a general meeting shall comply with the provisions of section 136(2) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of and other communications relating to any general meeting which any member is entitled to receive shall be sent to the auditors for the time being of the Company.

DIRECTORS

14. Unless and until the Company in general meeting shall otherwise determine, the number of directors shall be not less than one nor more than seven. If and so long as there is a sole director, such director may act alone in exercising all the powers and authorities vested in the directors. A director shall not require any share

qualification but shall nevertheless be entitled to attend and speak at any general meeting of the Company or at any separate meeting of the holders of any class of shares of the Company.

15. The first director or directors of the Company shall be the person or persons named as the first director or directors of the Company in the statement delivered under section 21 of the Companies Act 1976.

BORROWING POWERS

16. 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, subject to section 14 of the Companies Act 1980, 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.

POWERS AND DUTIES OF DIRECTORS

17. Paragraphs (2) and (4) of regulation 84 of Table A shall not apply. A director may vote 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 the quorum present at any meeting at which any such contract or arrangement is considered.

18. Any director may appoint any person approved by the board of directors to be an alternate director and such appointment shall have effect and such appointee, whilst he holds office as an alternate director, shall be entitled to receive notice of meetings of directors and to attend and vote thereat, but he shall not be entitled to any remuneration from the Company otherwise than out of the remuneration of the director appointing him and agreed between the said director and the appointee. Such appointment may be revoked at any time by the appointor or by a resolution of the directors or by an ordinary resolution of the Company in general meeting. Any appointment or revocation made under this Article shall be in writing under the hand of the director making the same.

DISQUALIFICATION OF DIRECTORS

19. In regulation 88 of Table A(i) the words "ceases to be a director by virtue of section 182 or 185 of the Act" shall be omitted and in substitution therefor there shall be

inserted the words "is removed from office by resolution duly passed under section 184 of the Act" and (ii) all the words after "by notice in writing to the Company" shall be omitted.

ROTATION OF DIRECTORS

20. In regulation 89 of Table A after the words "then the number nearest" shall be inserted the words "to but not exceeding".

THE SECRETARY

21. The first secretary of the Company shall be the person named as the first secretary of the Company in the statement delivered under section 21 of the Companies Act 1976.

NOTICES

22. In regulation 131 of Table A, all the words after the words "letter containing the notice" shall be omitted, and in substitution therefor there shall be inserted the words "and, if posted by pre-paid first-class mail, to have been effected at the expiration of 24 hours after the letter containing the same is posted, and, if posted by any other class of pre-paid mail, at the time at which the letter would be delivered in the ordinary course of post".

INDEMNITY

23. In addition to the indemnity contained in regulation 136 of Table A and subject to the provisions of section 205 of the Act every director, managing director, agent, auditor, secretary and other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS



STEPHEN FREDERICK WALFORD

Epworth House,
25/35 City Road,
London EC1

Company Formation
Assistant

JOHN REGAN

Epworth House,
25/35 City Road,
London EC1

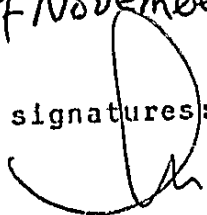
Company Search
Assistant



The 1st day of November 1984

Witness to the above signatures:

YAP KIM LAN



Epworth House,
25/35 City Road,
London EC1

Company Formation Assistant

THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

Please do not
write in this
binding margin

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

delete if
inappropriate

For official use

1876409/5

Name of Company

ADVASIGN LIMITED

The intended situation of the registered office of the company
on incorporation is as stated below

Express Company Registrations Ltd.,
Epworth House,
25/35 City Road,
London E.C.1.
01 628 5434/6

If the memorandum is delivered by an agent for the subscribers of
the memorandum, please mark 'X' in the box opposite and insert the
agent's name and address below

X

Express Company Registrations Limited,
Epworth House, 25/35 City Road,
London, EC1Y 1AA

Number of continuation sheets attached (see note 1)

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

Express Company Registrations
Limited.
Epworth House,
25/35, City Road,
LONDON.EC1Y 1AA

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3)	STEPHEN FREDERICK WALFORD	Business occupation	Company Formation Assistant
Previous name(s) (note 3)	NONE	Nationality	British
Address (note 4)	25/35 City Road, London, EC1Y 1AA	Date of birth (where applicable) (note 6)	
Other directorships †			
I hereby consent to act as director of the company named on page 1			
Signature		Date 1/11/84	

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	JOHN REGAN
Previous name(s) (note 3)	NONE
Address (notes 4 & 7)	25/35 City Road, London, EC1Y 1AA
I hereby consent to act as secretary of the company named on page 1	
Signature	Date 1/11/84

Signed by or on behalf of the subscribers of the memorandum*

Signature

[Subscriber] [Agent]† Date

1/11/84

Please do not write in this binding margin

Important
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1876409

I hereby certify that

ADVASIGN LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,

Cardiff the

11TH JANUARY 1985

M. Saunders

M. SAUNDERS (MRS)
an authorised officer

Company No. 1876409 / 6

THE COMPANIES ACTS 1943 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

ADVASIGN LIMITED

Passed on 1 February 1985

At an Extraordinary General Meeting of the Members of the Company duly convened and held at Hill House, 1 Little New Street, London EC4A 3TR on 1 February 1985 the subjoined resolution was duly passed as a Special Resolution

SPECIAL RESOLUTION

"THAT subject to the consent of the Department of Trade and Industry the name of the Company be changed to DIGITAL PUBLISHING SYSTEMS LIMITED."



CHAIRMAN



Scot L40
008363

FILE COPY



CERTIFICATE OF INCORPORATION ON CHANGE OF NAME

No. 1876409 / 7

I hereby certify that

ADVANCE LIMITED

having by special resolution changed its name, is now
incorporated under the name of
DIGITAL PUBLISHING SYSTEMS LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 11TH FEBRUARY 1985

M. Saunders
M. SAUNDERS (MRS)
an authorised officer

No 1876409 / 8

THE COMPANIES ACTS, 1948 to 19 81

DIGI

Special Resolution

OF

ADVASIGN LIMITED

Passed on the 4th day of February 1985

AT an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened, and held at Epworth House, 25/35 City Road, London EC1Y 2DE, on the above date the following SPECIAL RESOLUTION was duly passed:-

RESOLUTION

THAT clause 3(A) of the Memorandum of Association be deleted and replaced by the following new clause 3(A):-

- (A) (1) To carry on the business of providing data processing, computer and accounting services and to act as advisers, contractors and consultants on all matters connected with the operation and use of computers, to undertake data preparation, programming and processing, system analysis and the operation of computers and to offer these services to any company, corporation, person or body and to buy and sell computer time; to act as specialists in commercial business developments and reconstructions, business consultants, organisers, managers and investigators; secretaries and registrars of public or private limited companies or other business firms; business transfer agents, employment agents, shorthand writers, copy typists, company promoters, underwriters, financiers, bill brokers, insurance brokers and generally to undertake and execute agencies and commissions of any kind and offer secretarial services in all their branches.
- (2) To carry on business as proprietors of private schools and colleges and to organise and operate correspondence schools, residential courses, lectures and tutorial classes in all matters connected with data preparation, programming, processing and the operation of computers and to employ teachers, lecturers, examiners and any persons with specialised knowledge in these subjects.



[Signature]

DIRECTOR

1876409.

19

THE COMPANIES ACTS 1948 to 1981
COMPANY LIMITED BY SHARES

DIGI

ADVASIGN LIMITED

MEMORANDUM AND ARTICLES OF ASSOCIATION

Incorporated 11TH JANUARY 1985

No. 1876409



THIS DOCUMENT IS FILED PURSUANT
TO SECTION 1 OF THE EUROPEAN
COMMUNITIES ACT 1972.

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ADVASIGN LIMITED

1. The name of the Company is ADVASIGN LIMITED
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-

(A) (1) To carry on the business of providing data processing, computer and accounting services and to act as advisers, contractors and consultants on all matters connected with the operation and use of computers, to undertake data preparation, programming and processing, system analysis and the operation of computers and to offer these services to any company, corporation, person or body and to buy and sell computer time; to act as specialists in commercial business developments and reconstructions, business consultants, organisers, managers and investigators; secretaries and registrars of public or private limited companies or other business firms; business transfer agents, employment agents, shorthand writers, copy typists, company promoters, underwriters, financiers, all brokers, insurance brokers and generally to undertake and execute agencies and commissions of any kind and offer secretarial services in all their branches.

(2) To carry on business as proprietors of private schools and colleges and to organise and operate correspondence schools, residential courses, lectures and tutorial classes in all matters connected with data preparation, programming, processing and the operation of computers and to employ teachers, lecturers, examiners and any persons with specialised knowledge in these subjects.

Objects as amended by Special Resolution passed 4th February 1985



(B) to carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;

(C) to purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;

(D) to build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;

(E) to borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;

(F) to apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;

(G) to purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world;

(H) to issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;

(I) to invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;

(J) to lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;

(K) to enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;

(L) to acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, 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;

(M) to sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;

(N) to establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company;

(O) to pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;

(P) to accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;

(Q) to draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;

(R) to establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;

(S) 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, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;

(T) to do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;

(U) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

A

THE COMPANIES ACTS 1948 TO 1980

Notice of accounting reference date

Pursuant to section 2(1) of the Companies Act 1976

(DIGI)

2

Please do not write in this binding margin

To the Registrar of Companies

For official use

Company number



Name of company

115

1876409

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

ADVASIAN Limited*

*delete if inappropriate

hereby gives you notice in accordance with subsection (1) of section 2 of the Companies Act 1976 that the accounting reference date on which the company's accounting reference period is to be treated as coming to an end in each successive year is as shown below:

Important
The accounting reference date to be entered alongside should be completed as in the following examples:

Please mark X in the box below if a public company

Day Month
3 0 0 6

31 March

Day Month
3 1 0 3

5 April

Day Month
0 5 0 4

31 December

Day Month
3 1 1 2

Signed [Signature] [Director][Secretary]† Date 1.2.85

Presenter's name, address and reference (if any): MTS/AS

100 ...
HILL ...
1, UT ...
LONDON EC4A 3TB

For official use
General section

Post room



Company No. 1876409

13

THE COMPANIES ACTS 1948 TO 1981

A COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

ADVASIGN LIMITED

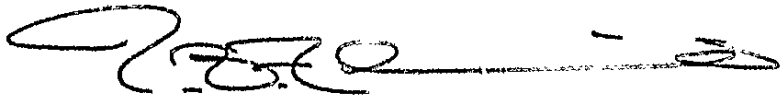
Passed 1 February 1985

DIGI

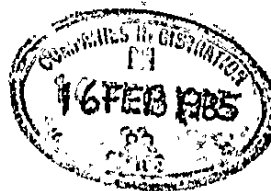
At an Extraordinary General Meeting of the above Company duly convened and held at Hill House, 1 Little New Street, London EC4A 3TR on 1 February 1985 the following resolutions were duly passed as Ordinary Resolutions:-

ORDINARY RESOLUTIONS

1. "THAT with immediate effect the Company's authorised share capital be and is hereby increased beyond the registered capital of £100 to £250,000 by the creation of a further 1,249,500 new shares of 20 pence each ranking pari passu in all respects with the Company's existing shares."
2. "THAT the Directors be and are hereby authorised to issue and allot any of the unissued authorised share capital of the Company at the date hereof for cash consideration or otherwise subject to the Company's Articles of Association during the period of five years from the date of the passing of this Resolution."



CHAIRMAN



GAM

THE COMPANIES ACTS 1948 TO 1981

Notice of increase in nominal capital

Pursuant to section 63 of the Companies Act 1948

10

Please do not
write in this
binding marginPlease complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate*delete as
appropriate

Note

This notice and a
printed copy of
the resolution
authorising the
increase must be
forwarded to the
Registrar of
Companies
within 15 days
after the passing
of the resolution

To the Registrar of Companies

For official use Company number

114

1876409

Name of Company

ADVASIGN

Limited*

hereby gives you notice in accordance with section 63 of the Companies Act 1948 that by [ordinary]

[extraordinary] [special] resolution of the company dated 1 FEBRUARY 1985

the nominal capital of the company has been increased by the addition thereto of the sum of

£ 249,900 beyond the registered capital of £ 100

A printed copy of the resolution authorising the increase is forwarded herewith
The additional capital is divided as follows:

Number of shares	Class of share	Nominal amount of each share
1249500	ORDINARY	20P

(If any of the new shares are preference shares state whether they are redeemable or not)
The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follows:"SUCH SHARES TO RANK PARI
PASSU IN ALL RESPECTS WITH
THE EXISTING SHARES IN THE
CAPITAL OF THE COMPANY."Please tick here if
continued overleaf

Signed

[Director] [Secretary] Date 1.2.85

Presenter's name, address and
reference (if any): MTS / TSFor official use
General section

Post room

HILL HOUSE
1, LITTLE FLEET STREET
LONDON, EC4A 3TH

GAM

**Notice of consolidation, division, conversion,
sub-division, redemption or cancellation of shares,
or re-conversion of stock into shares**

Please do not
write in this
binding margin

To the Registrar of Companies

Company number

78

1876409

*Delete if inappropriate

Name of company

ADV ASIGN

Limited*

Notice of consolidation, division, sub-division, or conversion into stock or shares, specifying the shares so consolidated, divided, sub-divided, or converted into stock, or of the re-conversion into shares of stock, specifying the stock so re-converted, or of the redemption of redeemable shares or of the cancellation of shares (otherwise than in connection with a reduction of share capital under section 66 of the Companies Act 1948).

The above-named company hereby gives you notice, in accordance with section 62 of the Companies Act 1948 that:

ON 1 FEBRUARY 1985, THE MEMBERS OF THE COMPANY RESOLVED AS A SPECIAL RESOLUTION "THAT THE EXISTING AUTHORISED AND ISSUED SHARE CAPITAL OF THE COMPANY BE AND IS HEREBY SUB-DIVIDED INTO ORDINARY SHARES OF 20p EACH."

†Delete as appropriate

Signed

[Director:] [Secretary]† Date 1.2.85

Presenter's name, address and reference (if any): MTS/AS.

ROBERTSON, DILL & CO.

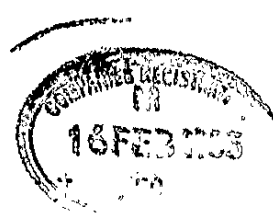
FILE COPY

1. 2. 3. 4. 5. 6. 7. 8. 9. 10. 11. 12. 13. 14. 15. 16. 17. 18. 19. 20. 21. 22. 23. 24. 25. 26. 27. 28. 29. 30. 31. 32. 33. 34. 35. 36. 37. 38. 39. 40. 41. 42. 43. 44. 45. 46. 47. 48. 49. 50. 51. 52. 53. 54. 55. 56. 57. 58. 59. 60. 61. 62. 63. 64. 65. 66. 67. 68. 69. 70. 71. 72. 73. 74. 75. 76. 77. 78. 79. 80. 81. 82. 83. 84. 85. 86. 87. 88. 89. 90. 91. 92. 93. 94. 95. 96. 97. 98. 99. 100. 101. 102. 103. 104. 105. 106. 107. 108. 109. 110. 111. 112. 113. 114. 115. 116. 117. 118. 119. 120. 121. 122. 123. 124. 125. 126. 127. 128. 129. 130. 131. 132. 133. 134. 135. 136. 137. 138. 139. 140. 141. 142. 143. 144. 145. 146. 147. 148. 149. 150. 151. 152. 153. 154. 155. 156. 157. 158. 159. 160. 161. 162. 163. 164. 165. 166. 167. 168. 169. 170. 171. 172. 173. 174. 175. 176. 177. 178. 179. 180. 181. 182. 183. 184. 185. 186. 187. 188. 189. 190. 191. 192. 193. 194. 195. 196. 197. 198. 199. 200. 201. 202. 203. 204. 205. 206. 207. 208. 209. 210. 211. 212. 213. 214. 215. 216. 217. 218. 219. 220. 221. 222. 223. 224. 225. 226. 227. 228. 229. 230. 231. 232. 233. 234. 235. 236. 237. 238. 239. 240. 241. 242. 243. 244. 245. 246. 247. 248. 249. 250. 251. 252. 253. 254. 255. 256. 257. 258. 259. 260. 261. 262. 263. 264. 265. 266. 267. 268. 269. 270. 271. 272. 273. 274. 275. 276. 277. 278. 279. 280. 281. 282. 283. 284. 285. 286. 287. 288. 289. 290. 291. 292. 293. 294. 295. 296. 297. 298. 299. 300. 301. 302. 303. 304. 305. 306. 307. 308. 309. 310. 311. 312. 313. 314. 315. 316. 317. 318. 319. 320. 321. 322. 323. 324. 325. 326. 327. 328. 329. 330. 331. 332. 333. 334. 335. 336. 337. 338. 339. 340. 341. 342. 343. 344. 345. 346. 347. 348. 349. 350. 351. 352. 353. 354. 355. 356. 357. 358. 359. 360. 361. 362. 363. 364. 365. 366. 367. 368. 369. 370. 371. 372. 373. 374. 375. 376. 377. 378. 379. 380. 381. 382. 383. 384. 385. 386. 387. 388. 389. 390. 391. 392. 393. 394. 395. 396. 397. 398. 399. 400. 401. 402. 403. 404. 405. 406. 407. 408. 409. 410. 411. 412. 413. 414. 415. 416. 417. 418. 419. 420. 421. 422. 423. 424. 425. 426. 427. 428. 429. 430. 431. 432. 433. 434. 435. 436. 437. 438. 439. 440. 441. 442. 443. 444. 445. 446. 447. 448. 449. 450. 451. 452. 453. 454. 455. 456. 457. 458. 459. 460. 461. 462. 463. 464. 465. 466. 467. 468. 469. 470. 471. 472. 473. 474. 475. 476. 477. 478. 479. 480. 481. 482. 483. 484. 485. 486. 487. 488. 489. 490. 491. 492. 493. 494. 495. 496. 497. 498. 499. 500. 501. 502. 503. 504. 505. 506. 507. 508. 509. 510. 511. 512. 513. 514. 515. 516. 517. 518. 519. 520. 521. 522. 523. 524. 525. 526. 527. 528. 529. 530. 531. 532. 533. 534. 535. 536. 537. 538. 539. 540. 541. 542. 543. 544. 545. 546. 547. 548. 549. 550. 551. 552. 553. 554. 555. 556. 557. 558. 559. 560. 561. 562. 563. 564. 565. 566. 567. 568. 569. 570. 571. 572. 573. 574. 575. 576. 577. 578. 579. 580. 581. 582. 583. 584. 585. 586. 587. 588. 589. 590. 591. 592. 593. 594. 595. 596. 597. 598. 599. 600. 601. 602. 603. 604. 605. 606. 607. 608. 609. 610. 611. 612. 613. 614. 615. 616. 617. 618. 619. 620. 621. 622. 623. 624. 625. 626. 627. 628. 629. 630. 631. 632. 633. 634. 635. 636. 637. 638. 639. 640. 641. 642. 643. 644. 645. 646. 647. 648. 649. 650. 651. 652. 653. 654. 655. 656. 657. 658. 659. 660. 661. 662. 663. 664. 665. 666. 667. 668. 669. 670. 671. 672. 673. 674. 675. 676. 677. 678. 679. 680. 681. 682. 683. 684. 685. 686. 687. 688. 689. 690. 691. 692. 693. 694. 695. 696. 697. 698. 699. 700. 701. 702. 703. 704. 705. 706. 707. 708. 709. 710. 711. 712. 713. 714. 715. 716. 717. 718. 719. 720. 721. 722. 723. 724. 725. 726. 727. 728. 729. 730. 731. 732. 733. 734. 735. 736. 737. 738. 739. 740. 741. 742. 743. 744. 745. 746. 747. 748. 749. 750. 751. 752. 753. 754. 755. 756. 757. 758. 759. 760. 761. 762. 763. 764. 765. 766. 767. 768. 769. 770. 771. 772. 773. 774. 775. 776. 777. 778. 779. 780. 781. 782. 783. 784. 785. 786. 787. 788. 789. 790. 791. 792. 793. 794. 795. 796. 797. 798. 799. 800. 801. 802. 803. 804. 805. 806. 807. 808. 809. 810. 811. 812. 813. 814. 815. 816. 817. 818. 819. 820. 821. 822. 823. 824. 825. 826. 827. 828. 829. 830. 831. 832. 833. 834. 835. 836. 837. 838. 839. 840. 84

LONDON, ECYA 3FB

For official use
General section

Post room



Company No. 1876409

12.3

17
THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

DIG1

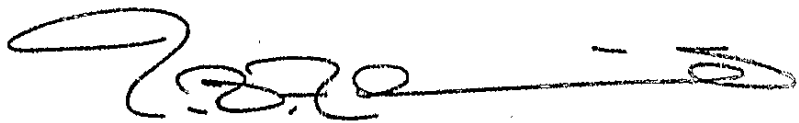
ADVASIGN LIMITED

Passed on 1 February 1985

At an Extraordinary General Meeting of the Members of the Company duly convened and held at Hill House, 1 Little New Street, London EC4A 3TR on 1 February 1985 the subjoined resolution was duly passed as a Special Resolution:

SPECIAL RESOLUTION

"THAT the existing authorised and issued share capital of the Company be and is hereby sub-divided into Ordinary Shares of 20 pence each."



CHAIRMAN



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

DIGITAL PUBLISHING SYSTEMS LIMITED

Passed on 15th March 1985

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 43 Great Marlborough Street London W1V 2NX on 15th March 1985 the following Resolutions were duly passed as Special Resolutions

SPECIAL RESOLUTIONS

(1) THAT the Company adopt new Articles of Association in the form of the print produced to the Meeting and initialled by the Chairman.

(2) THAT the provisions of Article 4.(A) of the Company's new Articles of Association shall not apply to:-

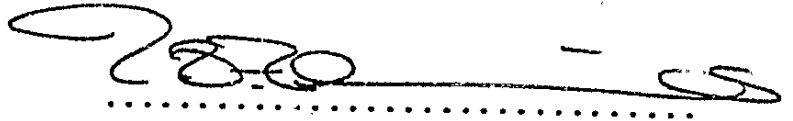
(i) the allotment and issue to Oldham Associates Inc. of 25,000 Ordinary Shares at a price of 20 pence per share on or before 30th June, 1985;

(ii) the allotment and issue to subscribers of 200,000



Ordinary Shares at a price of 275 pence per share on or before 30th June, 1985; or

- (iii) the allotment and issue to Hoare Govett Limited (or its permitted nominee) of up to 15,000 Ordinary Shares at a price of 275 pence per share on or before 30th June, 1990 pursuant to an option ("the Option") to be granted by the Company to Hoare Govett Limited or such other number of shares and at such other price as is provided for by the terms of the Option.

A handwritten signature in dark ink, consisting of a large, stylized 'H' followed by a series of loops and a long horizontal stroke ending in a small flourish.

CHAIRMAN

1876409

1876409

20

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

NEW

ARTICLES OF ASSOCIATION

- of -

DIGITAL PUBLISHING SYSTEMS LIMITED

(Adopted by Special Resolution
passed 15th March 1985)

PRELIMINARY

1. The Regulations contained in Part I of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") as modified by the Companies Acts 1948 to 1981 (as defined in Section 119(2) of the Companies Act 1981) shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act.

PRIVATE COMPANY

2. The Company is a private company, and accordingly it shall be prohibited from making an offer or allotment of its shares or debentures prohibited by Section 15(1) of the Companies Act 1980.

CAPITAL

3. (A) The authorised share capital of the Company at the date of the adoption of these Articles is £250,000 divided into 1,250,000 Ordinary Shares of 20p each.



(B) (1) The Directors may subject to Article 4 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 conditions as the Directors think proper.

(2) The general authority conferred by paragraph (B)(1) of this Article shall be conditional upon due compliance with Article 4(A) and shall extend to all relevant securities of the Company from time to time unissued during the period of such authority. The said authority will expire on 14th March 1990 unless renewed, varied or revoked by the Company in general meeting.

(3) The Directors shall be entitled under the general authority conferred by paragraph (B)(1) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

(C) Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

SHARES

4. (A) All shares authorised pursuant to Article 3(B) to be allotted shall unless otherwise resolved by Special Resolution be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and the Directors may, subject to these Articles, at any time up to two months after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares

offered, allot or otherwise dispose of any shares not taken up at such price (not being less than the offer price) to such persons and in such manner as they think most beneficial to the Company.

(B) Subsections (1), (6) and (7) of Section 17 of the Companies Act 1980 shall not apply to any allotment of shares in the Company.

(C) Subject to the provisions of Part III of the Companies Act 1981 the Company may:-

- (i) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- (ii) purchase its own shares (including any redeemable shares);
- (iii) make a payment in respect of any such redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

TRANSFER OF SHARES

5. An instrument of transfer of fully-paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

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

LIEN

7. The lien conferred by Regulation 11 of Table A shall attach to all shares of any class, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole holder thereof or one of two or more joint holders.

PROCEEDINGS AT GENERAL MEETINGS

8. (A) Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

(B) A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

(C) The Chairman of the meeting shall not, in the case of an equality of votes whether on a show of hands or on a poll, be entitled to exercise any second or casting vote. Regulation 60 of Table A shall not apply.

9. A Resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, but a Resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting by Special or Extraordinary Resolution. In the case of a corporation the Resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

10. Subject to any special terms as to voting upon which any capital may be issued or may from time to time be held, on a show of hands every member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for each ordinary share of which he is the holder. Regulation 62 of Table A shall not apply.

11. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 of Table A shall not apply.

DIRECTORS

12. The Directors shall not be more than ten in number.

13. A Director shall not be required to hold any share qualification, but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate General Meeting of the holders of any class of shares in the capital of the Company.

14. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any two Directors shall be a quorum.

15. A Director, notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested or on his appointment to any office or place of profit under the Company or the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered. Paragraphs (2) and (4) of Regulation 84 of Table A shall be altered accordingly.

16. A Resolution in writing signed by all the Directors for the time being entitled to receive notice of the meetings of Directors, shall be as valid and effectual as if it had been passed at a meeting, of the Directors duly convened and held, and may consist of several documents in a like form each signed by one or more of the Directors.

17. The Directors shall not be liable to retire by rotation, and accordingly Regulations 89 to 93 (inclusive) of Table A and the reference to rotation in Regulation 94 of Table A shall be deleted and in each of Regulations 95 and 97 of Table A the second sentence thereof shall be deleted.

18. The continuing Directors (provided that there is a quorum as defined above) may act notwithstanding any vacancies, and Regulation 100 of Table A shall be altered accordingly.

19. The Directors shall not be required to sign their names in a book kept for the purpose of recording attendances at the meetings and Regulation 86 of Table A shall be varied accordingly.

20. (A) The office of a Director shall be vacated in any of the events specified in Regulation 88 of Table A save that paragraph (f) of such Regulation shall not apply.

(B) The Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 102 of Table A shall not apply.

POWERS OF DIRECTORS

21. (A) 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 subject to section 14 of the Companies Act 1980 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 but so that:-

- (i) the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors as aforesaid shall not at any time, without the previous sanction of the Company in general meeting, exceed a sum equal to twice the capital and reserves being the aggregate of (a) the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and (b) the amounts for the time being standing to the credit of the capital and revenue reserves and share premium account of the Company (including any amounts attributable to goodwill or other intangible assets);
- (ii) no such sanction shall be required to the borrowing of any sum or money intended to be applied in the repayment (with or without premium) of any moneys then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded;
- (iii) no lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by this Article is observed and no debt or liability incurred in excess of such limit shall be invalid and no security given for the same shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security or person to whom the liability is incurred at the time when the debt or liability was incurred or the security given that the limit hereby imposed had been or was thereby exceeded.

(B) A certificate or report by the Auditors for the time being of the Company as to the amount of the capital and reserves or the amount of any borrowings or to the effect that the limit imposed by this Article has not been or under specified conditions would not be exceeded at any particular time or times shall be conclusive evidence of such amount or fact for the purposes of this Article.

(C) The proviso to Regulation 79 of Table A shall not apply.

22. The Directors may grant gratuities, pensions or annuities or other allowances, including allowances on death or sickness during service, to any person or to the widow, relatives or dependants of any person (as the Directors may think fit) in respect of services rendered by such person to the Company as Managing Director, Manager, Executive or in any other employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions annuities and allowances in the terms of engagement of any such persons.

MANAGING OR EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their number to an executive office (including that of a Managing or Executive Director, Manager or any other salaried office) for such period and upon such terms as they think fit, and subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed as a Managing or Executive Director shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) ipso facto cease to be such if he cease from any cause to be a Director.

24. A Managing or Executive Director, Manager or other Executive officer as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or otherwise (either in addition to or in lieu of his remuneration as a Director) as the Directors may determine.

25. The Directors may entrust to and confer upon a Managing or Executive Director, Manager or other executive officer as aforesaid any of the powers exercisable by them upon such terms and conditions with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers and may from time to time (subject to the terms of any agreement entered into in any particular case) withdraw, alter or vary all or any of such powers.

ALTERNATE DIRECTORS

26. (A) Any appointed Director and, subject to the prior approval of the Board of Directors, any other Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors appoint any person to be his alternate Director and may in like manner at any time terminate such appointment.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases for any reason to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (subject to his giving an address within the United Kingdom for the service of notices) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which his appointor is not personally present and generally at such meeting to perform all functions of his appointor as a Director and if his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any Resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

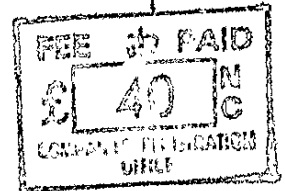
(E) An alternate Director may be repaid expenses, and shall be entitled to be indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

27. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

NO. 1876409

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

DIGITAL PUBLISHING SYSTEMS LIMITED

Passed on 11th April 1988

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Acorn House, Great Oaks, Basildon, Essex SS14 1AH on 11th April 1988 the following Resolutions were duly passed as Special Resolutions

SPECIAL RESOLUTIONS

1. THAT:-

- (a) the acquisition described in the circular to shareholders dated 3 March 1988 ("the Circular") of the whole of the issued share capital of Typecraft (U.K.) Limited and Typecraft (International) Limited (together "Typecraft") pursuant to the acquisition agreement dated 2 March 1988 made between the shareholders of Typecraft (1) and the Company (2), a copy of which is submitted to the meeting and for the purpose of identification initialled by the Chairman (or any amendment thereof approved by the Directors of the

N.W.
JHP
006346

16 MAY 1988

12/86/9

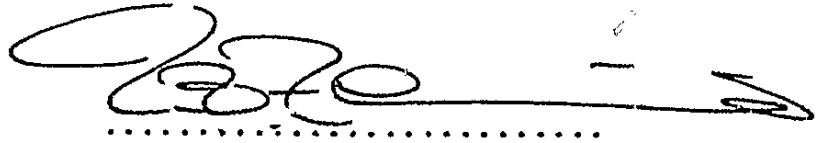
Company) ("the Agreement"), be and is hereby approved and the Directors be and are hereby authorised to do all acts which are in their opinion necessary or expedient to complete such acquisition; and

(b) notwithstanding the provisions of Article 4(A) of the Articles of Association of the Company the Directors be and are hereby authorised to allot and issue to the shareholders of Typecraft pursuant to the Agreement 265,192 new Ordinary Shares of 20p each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

2. THAT subject to and conditionally upon Resolution numbered 1 becoming effective and subject also to the consent of the Secretary of State the name of the Company be changed to "DPS Typecraft Limited."

3. THAT the option granted by the Company to Hoare Govett Limited to subscribe in whole or part for 15,000 Ordinary Shares of 20p each in the capital of the Company at a subscription price of 275p per share and otherwise on the terms and conditions of an Agreement dated 18 March 1985 made between, inter alia, the Company and Hoare Govett Limited as amended by a further Agreement dated 2 March 1988 copies of which Agreements are submitted to the Meeting and for the purpose of identification initialled by the Chairman (both of which Agreements are referred to as "the Option"), be and is hereby approved and notwithstanding the provisions

12/11/09
* of Article 4(A) of the Articles of Association of the Company the Directors be and are hereby authorised to allot and issue such shares and to do all acts which are in their opinion necessary or expedient pursuant to the Option.

A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of loops and a long horizontal stroke ending in a small flourish.

CHAIRMAN

JB/03/11

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 1876409

I hereby certify that

DIGITAL PUBLISHING SYSTEMS LIMITED

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

DPS TYPECRAFT LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 16 MAY 1988

[Handwritten signature]
[Stamp]

an authorised officer

NO. 1876409

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

DIGITAL PUBLISHING SYSTEMS LIMITED

Passed on 11th April 1988

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Acorn House, Great Oaks, Basildon, Essex SS14 1AH on 11th April 1988 the following Resolutions were duly passed as Special Resolutions:

SPECIAL RESOLUTIONS

1. THAT:-

- (a) the acquisition described in the circular to shareholders dated 3 March 1988 ("the Circular") of the whole of the issued share capital of Typecraft (U.K.) Limited and Typecraft (International) Limited (together "Typecraft") pursuant to the acquisition agreement dated 2 March 1988 made between the shareholders of Typecraft (1) and the Company (2), a copy of which is submitted to the meeting and for the purpose of identification initialled by the Chairman (or any amendment thereof approved by the Directors of the

11/4/88
JH
006340

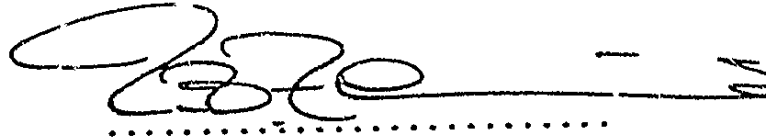
16/5
FEE PAID
£ 40
COMMUNICATION
OFF

Company) ("the Agreement"), be and is hereby approved and the Directors be and are hereby authorised to do all acts which are in their opinion necessary or expedient to complete such acquisition; and

(b) notwithstanding the provisions of Article 4(A) of the Articles of Association of the Company the Directors be and are hereby authorised to allot and issue to the shareholders of Typecraft pursuant to the Agreement 265,192 new Ordinary Shares of 20p each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

2. THAT subject to and conditionally upon Resolution numbered 1 becoming effective and subject also to the consent of the Secretary of State the name of the Company be changed to "DPS Typecraft Limited."
3. THAT the option granted by the Company to Hoare Govett Limited to subscribe in whole or part for 15,000 Ordinary Shares of 20p each in the capital of the Company at a subscription price of 275p per share and otherwise on the terms and conditions of an Agreement dated 18 March 1985 made between, inter alia, the Company and Hoare Govett Limited as amended by a further Agreement dated 2 March 1988 copies of which Agreements are submitted to the Meeting and for the purpose of identification initialed by the Chairman (both of which Agreements are referred to as "the Option"), be and is hereby approved and notwithstanding the provisions

of Article 4(A) of the Articles of Association of the Company the Directors be and are hereby authorised to allot and issue such shares and to do all acts which are in their opinion necessary or expedient pursuant to the Option.

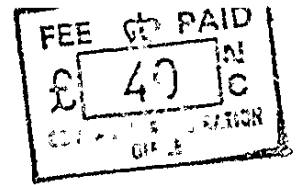
A handwritten signature in black ink, consisting of a large, stylized 'C' followed by a series of loops and a horizontal line extending to the right. Below the signature is a dotted line.

CHAIRMAN

JB/03/11

NO. 1876409

THE COMPANIES ACT 1985



COMPANY LIMITED BY SHARES

SPECIAL RESOLUTIONS

of

DIGITAL PUBLISHING SYSTEMS LIMITED

Passed on 11th April 1988

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at Acorn House, Great Oaks, Basildon, Essex SS14 1AH on 11th April 1988 the following Resolutions were duly passed as Special Resolutions

SPECIAL RESOLUTIONS

1. THAT:-

- (a) the acquisition described in the circular to shareholders dated 3 March 1988 ("the Circular") of the whole of the issued share capital of Typecraft (U.K.) Limited and Typecraft (International) Limited (together "Typecraft") pursuant to the acquisition agreement dated 2 March 1988 made between the shareholders of Typecraft (1) and the Company (2), a copy of which is submitted to the meeting and for the purpose of identification initialled by the Chairman (or any amendment thereof approved by the Directors of the

1

N.W.
140
006340

6 MAY 1988

Company) ("the Agreement"), be and is hereby approved and the Directors be and are hereby authorised to do all acts which are in their opinion necessary or expedient to complete such acquisition; and

(b) notwithstanding the provisions of Article 4(A) of the Articles of Association of the Company the Directors be and are hereby authorised to allot and issue to the shareholders of Typecraft pursuant to the Agreement 200,192 new Ordinary Shares of 20p each ranking pari passu in all respects with the existing Ordinary Shares in the capital of the Company.

2. THAT subject to and conditionally upon Resolution numbered 1 becoming effective and subject also to the consent of the Secretary of State the name of the Company be changed to "DPS Typecraft Limited."
3. THAT the option granted by the Company to Hoare Govett Limited to subscribe in whole or part for 15,000 Ordinary Shares of 20p each in the capital of the Company at a subscription price of 275p per share and otherwise on the terms and conditions of an Agreement dated 18 March 1985 made between, inter alia, the Company and Hoare Govett Limited as amended by a further Agreement dated 2 March 1988 copies of which Agreements are submitted to the Meeting and for the purpose of identification initialled by the Chairman (both of which Agreements are referred to as "the Option"), be and is hereby approved and notwithstanding the provisions

of Article 4(A) of the Articles of Association of the Company the Directors be and are hereby authorised to allot and issue such shares and to do all acts which are in their opinion necessary or expedient pursuant to the Option.

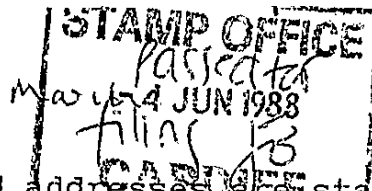
A handwritten signature in black ink, consisting of a large, stylized 'C' followed by several loops and a long horizontal stroke ending in a small flourish.

CHAIRMAN

JB/03/11

THIS AGREEMENT is made the
BETWEEN:-

2



1988

- (1) The persons whose names and addresses are stated in column 1 of Schedule I ("the Vendors"); and
- (2) DIGITAL PUBLISHING SYSTEMS LIMITED whose registered office is situate at Acorn House Great Oaks Basildon Essex SS14 1AH ("DPS")

NOW IT IS HEREBY AGREED as follows:-

1. IN this Agreement+ and the Schedules the following expressions shall unless the context otherwise requires bear the following meanings:-

"the Accounts"

means each of the TUK Accounts and the TI Accounts except that in Schedule III it means the DPS Accounts

"Associate"

means in relation to an individual:

- (i) any relative that is to say any issue spouse brother sister or parent;
- (ii) any company which is directly or indirectly controlled by the individual or any relative or by any two or more of them;

and for this purpose a company is controlled by one or more persons if he or they can exercise more than fifty per cent of the voting rights in it

"the Board"

means the Board of Directors for the time being of DPS

"the Circular"

means the circular to be sent to the shareholders of DPS (including a notice convening an Extraordinary General Meeting of DPS) substantially in the form of the document initialled by or on behalf of the parties hereto

"the Company"

means each of TUK and TI except that in Schedule III it means DPS

"the Companies"

means TUK and TI



| | |
|-------------------------------|--|
| "Completion" | means the date upon which completion of the exchange of the Shares for the Consideration Shares takes place pursuant to clause 8 |
| "the Consideration Shares" | means the TUK Consideration Shares and the TI Consideration Shares |
| "the DPS Accounts" | means the audited accounts of DPS as at 30th June 1987 |
| "DPS's Solicitors" | means Messrs Sacker & Partners of 43 Great Marlborough Street London W1V 2NX |
| "DPS's Warranties" | means the representations and warranties of DPS contained in this Agreement including those set out in Schedule III |
| "the Group" | means DPS and its Subsidiaries for the time being |
| "the Property" | means the leasehold property more particularly described in the lease dated 16th May 1986 made between Nexus Furniture Systems Limited (1) and TUK (2) |
| "the Shares" | means the TUK Shares and the TI Shares |
| "Subsidiary" | means a subsidiary as defined in Section 736 of the Companies Act 1985 |
| "TI" | means Typecraft (International) Limited |
| "the TI Accounts" | means the audited accounts of TI as at 31st December 1987 |
| "the TI Consideration Shares" | means 132,596 Ordinary Shares of 20p each in the capital of DPS to be issued credited as fully paid to the Vendors as consideration for the TI Shares in the numbers set out opposite their respective names in column 5 of Schedule I |

| | |
|--------------------------------|---|
| "the TI Shares" | means the 2 Ordinary Shares of £1 each in the capital of TI owned by the Vendors as set out opposite their respective names in column 3 of Schedule I comprising the whole of the issued and allotted share capital of TI |
| "TUK" | means Typecraft (U.K.) Limited |
| "the TUK Accounts" | means the audited accounts of TUK as at 31st December 1987 |
| "the TUK Consideration Shares" | means 132,596 Ordinary Shares of 20p each in the capital of DPS to be issued credited as fully paid to the Vendors as consideration for the TUK Shares in the numbers set out opposite their respective names in column 4 of Schedule I |
| "the TUK Shares" | means the 6,000 Ordinary Shares of £1 each in the capital of TUK owned by the Vendor as set out opposite their respective names in column 2 of Schedule I comprising the whole of the issued and allotted share capital of TUK |
| "the Vendors' Solicitors" | means Messrs Kidd & Co of Weir Bank Bray on Thames Nr. Maidenhead Berks SL6 2ED |
| "the Vendors' Warranties" | means the representations and warranties of the Vendors contained in this Agreement including those set out in Schedule II |

Words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine gender; and words importing persons shall include corporations

Any agreement warranty or undertaking on the part of two or more persons shall be deemed to be given or made by such persons jointly and severally

2. THE Vendors have represented to DPS that:-

- (1) TUK is a private company limited by shares incorporated in England on 23rd December 1982 with registered number 1688747 under the Companies Acts 1948 to 1981 having

at the date hereof an authorised share capital of £6,000 divided into 6,000 Ordinary Shares of £1 each all of which Shares have been issued and are fully paid

- (2) TI is a private company limited by shares incorporated in England on 23rd June 1983 with registered number 1733803 under the Companies Acts 1948 to 1981 having at the date hereof an authorised share capital of £10,000 divided into 10,000 Ordinary Shares of £1 each of which 2 such Shares have been issued and are fully paid
- (3) The Vendors are the registered members and beneficial owners of the Shares as set out in Schedule I
- (4) The Company has no subsidiaries
- (5) The Directors of the Company are the Vendors

3. DPS has represented to the Vendors that:-

- (1) DPS is a private company limited by shares incorporated in England on 11th January 1985 with registered number 1876409 under the Companies Acts 1948 to 1981 having at the date hereof an authorised share capital of £250,000 divided into 1,250,000 Ordinary Shares of 20p each of which 485,000 such Shares have been issued and are fully paid
- (2) The shareholders of DPS are set out in Schedule IV hereof
- (3) DPS has no subsidiaries
- (4) The Directors of DPS are I D Fletcher I Bennett and D Sebire

4. THIS Agreement is conditional on:-

- (1) Resolution 1 set out in the proposed notice convening an Extraordinary General Meeting of DPS for 24th March 1988 (included in the Circular) being duly passed as a special resolution of DPS; and
- (2) The consent of Apple Computer (UK) Limited to continue its agreement dated 1st July 1986 notwithstanding the issue of the Consideration Shares

AND SO THAT if such conditions are not fulfilled or waived by 5th April 1988 all liabilities of the parties hereunder shall cease and determine and no party shall have any claim against the other

5. THE Vendors as beneficial owners shall exchange the Shares for the Consideration Shares and DPS shall with effect from 1st January 1988 acquire the Shares free from all liens charges and encumbrances and with all rights attaching to them as from such date

6. THE consideration for the exchange of the Shares shall be the Consideration Shares and shall be satisfied by the allotment and issue credited as fully paid up of the Consideration Shares to the Vendors apportioned between the Vendors as set out in column 6 of Schedule I

7. THE Vendors undertake that prior to or simultaneously with Completion there will be repaid to the Companies all sums owed to the Companies at Completion by them or their Associates or by any person for whom they or their Associates (or any of them) is a trustee or personal representative and shall at Completion confirm to the Companies and to DPS's Solicitors in writing that neither they nor any such person has any claims or rights of action against the Companies and that the Companies are in no way obliged or indebted to them or to any such person

8. COMPLETION shall take place at the offices of DPS's Solicitors within 7 days after this Agreement shall have become unconditional and at completion:-

(1) The Vendors shall:-

- (a) deliver to DPS duly executed transfers in respect of the Shares into the name of DPS or its nominees together with the Share Certificates and all other (if any) documents of title in relation thereto
- (b) cause to be delivered to DPS or as it shall direct the Certificates of Incorporation Common Seals Statutory and Minute Books and Share Certificate Books of the Companies together with all unused Share Certificates
- (c) procure the appointment as Directors of the Companies of Ian David Fletcher Ian Bennett and David Sebire
- (d) procure the revocation of all existing bank mandates and (following the appointments to the Board referred to in sub-clause (4) below) the issuing of new mandates giving authority to such persons as the Board may nominate

(2) DPS shall not be obliged to complete the acquisition of any of the Shares unless the acquisition of all the Shares is completed simultaneously in accordance with the provisions of this Agreement

- (3) DPS shall deliver to the Vendors' Solicitors (who are hereby irrevocably authorised by the Vendors to receive and to give a good receipt for the same) Share Certificates in the name of the Vendors in respect of the Consideration Shares (which shall rank pari passu in all respects with the Ordinary Shares of DPS in issue at the date hereof) in the numbers set out in column 6 of Schedule I
- (4) DPS shall procure the appointment of each of the Vendors as Directors of DPS
- (5) The Vendors and DPS shall join in procuring that Service Agreements (in the form of the respective drafts initialled for identification by the Vendors' Solicitors and DPS's Solicitors) shall be granted by DPS to and entered into by each of the Vendors
- (6) DPS shall procure that such a sum not exceeding £50,000 is advanced to the bankers of the Companies as will discharge the overdraft facility of the Companies at Completion provided that such advance shall be sufficient to discharge in full the overdraft facility of the Companies and to enable the Vendors' guarantees of such facility to be released

9. THE Vendors hereby represent and warrant to DPS in the terms of Schedule II and DPS hereby represents and warrants to the Vendors in the terms of Schedule III on the basis that such warranties and representations:-

- (1) are now and shall be at Completion true and accurate; and
- (2) are not to be affected or limited by any previous or other disclosures express or implied to DPS or to the Vendors and their respective officers or representatives or professional advisers except as expressly provided in Schedules II and III

10. THE Vendors and DPS hereby agree and undertake with each other:-

- (1) That if any material breach of the Vendors' Warranties shall come to the knowledge of DPS before Completion (whether or not pursuant to the Vendors' obligations under sub-clause (3) of this Clause) or if at Completion any of the provisions or requirements of Clauses 8 and 15 shall not be fully complied with DPS shall be entitled by notice in writing to rescind this Agreement
- (2) That if any material breach of DPS's Warranties shall come to the knowledge of the Vendors before Completion (whether or not pursuant to DPS's obligations under

sub-clause (3) of this Clause) the Vendors shall be entitled by notice in writing to rescind this Agreement

- (3) That they will forthwith disclose in writing to each other any matter or thing which may arise or become known to them or any of them after the date hereof and prior to Completion which in the case of the Vendors is inconsistent with any of the Vendors' Warranties and in the case of DPS is inconsistent with any of DPS's Warranties or which is or may reasonably be anticipated to be material to be known by a purchaser for value of the Shares or a prospective shareholder (as the case may be) any such disclosure to be without prejudice to their respective rights under sub-clauses (1) and (2) of this Clause

11. NEITHER of the parties hereto shall be liable for any claim under the provisions of clauses 9, 17 and 18 hereof unless written notice thereof shall have been given to the party sought to be made liable on or before the third anniversary of Completion or (if earlier) the date on which the Ordinary Shares of DPS are first listed on the Unlisted Securities Market The Stock Exchange or the Third Market

12. ALL the provisions of this Agreement shall (except for any obligation fully performed prior to or at Completion) continue in full force and effect after Completion

13. THIS Agreement shall be binding on each of the parties hereto their successors personal representatives and subject to clause 12 hereof assigns (as the case may be)

14. THE benefit of this Agreement may not be assigned by either of the parties hereto without the prior written consent of the other

15. THE Vendors hereby waive all rights of pre-emption which they may have (whether under the Articles of Association of the Companies or otherwise howsoever) in respect of the transfer to DPS or its nominees of the Shares or any of them

16. DPS will use its reasonable endeavours to procure a change in its name to "DPS Typecraft Limited"

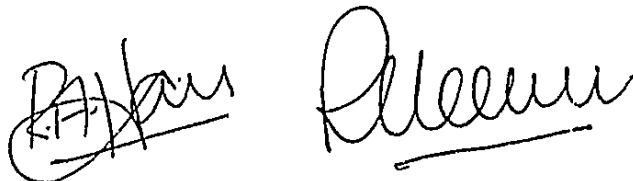
17. NOTWITHSTANDING any other provision of this Agreement (except clause 11 hereof) the Vendors agree to indemnify DPS and to keep DPS fully and effectually indemnified against all losses costs damages or expenses which it may sustain incur or pay by reason of any breach of the Vendors' Warranties

18. NOTWITHSTANDING any other provision of this Agreement (except clause 11 hereof) DPS agrees to indemnify the Vendors and to keep the Vendors fully and effectually indemnified against all losses costs damages or expenses which they may sustain incur or pay by reason of any breach of DPS's Warranties

19. ANY notice required to be given under this Agreement shall be in writing and shall be deemed duly served if sent by registered or recorded delivery post to (in the case of the Vendors) the Vendors' Solicitors or (in the case of DPS) DPS's Solicitors. Any such notice shall be deemed to be served on the working day but one following that on which it is posted

IN WITNESS whereof these presents have been entered into the day and year first before written

JB/06/01



SCHEDULE I

| (1)
Names and addresses
of the vendors | (2)
Shares held
in TUK | (3)
Shares held
in TI | (4)
Consideration
Shares in
respect of
TUK | (5)
Consideration
Shares in
respect of
TI | (6)
Total Consideration
Shares |
|---|------------------------------|-----------------------------|--|---|--------------------------------------|
| Richard Andrew
Hall of
"Corndon" Sonning
Lane Sonning
Berks | 3,600 | 1 | 79,558 | 66,298 | 145,856 |
| Richard Kennm of
10 Clare Mead
Boundstone Road
Rowledge Surrey
GU10 4BJ | 2,400 | 1 | 53,038 | 66,298 | 119,336 |
| | 6,000 | 2 | 132,596 | 132,596 | 265,192 |

Disc: JB/06
Ref: SCHI

SCHEDULE II

It is hereby represented and warranted to DPS that save as fully disclosed in the Accounts or in the letter of disclosure of today's date from the Vendors' Solicitors to DPS's Solicitors :-

1. The Accounts comply with all the requirements of the Companies Act 1985 have been prepared on the same basis as the corresponding accounts for the preceding three financial years, are accurate in all respects, make full and proper provision and/or reserve for all established liabilities contingent liabilities depreciation and amortisation any obsolescence of assets and any foreseeable losses which may arise on completion and/or on realisation of stock and work in progress and the amount appearing in the Accounts in respect of any of the Company's assets is not greater than the cost allowable for taxation purposes in respect thereof
2. The information about the Company contained in the Circular is true and accurate in all material respects and not misleading and all statements of opinion, intention or expectation by the Directors of the Company contained in the Circular are truly and honestly held and have been made after due and careful consideration, and there is no information omitted from the Circular which makes any statement in the Circular incorrect or misleading in any material respect or which is necessary to enable investors and their advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Company
3. No contract or arrangement to which the Company is a party will be or is capable of being determined or adversely affected by reason of the transfer of the Shares to DPS
4. The Company has no outstanding commitment for capital expenditure, is not a party to any contract or transaction in respect of which it has or may have any obligation or liability of an unusual exceptional or long term nature or magnitude and has not agreed to create or issue and has not outstanding any borrowings or indebtedness in the nature of borrowing, including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits, mortgages, charges, hire purchase commitments, or guarantees or other material contingent liabilities
5. There are no options or other agreements in force which call either at the date hereof or in the future for the issue of or give to any person the right to call for the issue of any share or loan capital of the Company
6. There is no contract of service between the Company and any director or employee providing for termination by notice exceeding the relevant statutory minimum periods nor any liability or obligation on the Company in respect of

superannuation pension gratuity retirement benefits or compensation to any past or present director or employee of the Company or to any dependant or relative of any such person

7. The Company is not engaged in litigation arbitration prosecution hearings or other proceedings before any court tribunal or board of any nature whatsoever and no claims litigation arbitration prosecution hearings or other proceedings have been made or threatened or are pending against the Company and there are no circumstances existing at the date hereof which may give rise thereto
8. All the insurable assets of the Company are insured for their full replacement values against all liabilities risks and losses against which it is normal or prudent to insure and none of the policies in respect thereof are void or voidable
9. No part of the Company's business is carried on under the agreement or consent of any third party or by licence nor is any such agreement or consent or licence required for the carrying on of the Company's business
10. The Company has no interest in any patents, trade marks, registered designs or copyrights nor has it entered into any agreement for the licensing of patents or copyrights or the user of trade marks or registered designs or the provision or acquisition of technical information or assistance or prohibiting the disclosure of any invention or technical information nor does the Company require any patent trade mark registered design or copyright or any licence in respect thereof in order to use all the processes employed in its business and to carry on its business as presently constituted and carried on and the business of the Company does not infringe any patent or other right of any kind vested in any other party or give rise to payment of any royalty or of any sum in the nature of a royalty
11. Since the date of the Accounts:-
 - (1) No dividend bonus or distribution has been declared made or paid on or in respect of any share capital of the Company;
 - (2) The Company has carried on business in the ordinary course;
 - (3) There has been no depletion in the net assets of the Company;
 - (4) There has been no significant adverse changes in the financial or trading position or prospects of the Company

12. The Company is not and will not be under any liability to make any payment in respect of any claim demand or assessment by or on behalf of the Inland Revenue or other appropriate governmental or statutory authority which causes any depletion of or diminution in the assets of the Company by reason of the disallowance of relief from taxation given or due to the Company or by reason of the payment by the Company of any taxation assessed charged or recovered on or from the Company as a result of or by reference to any event transaction action shortfall in distribution omission or other matter or thing prior to or in respect of accounting periods ending on or prior to 31st December 1987 whether alone or in conjunction with other circumstances and whether chargeable against or attributable to any other person firm or company except to the extent that provision had been made therefor in the Accounts

13. During the period from 31st December 1987 until Completion the aggregate amount of remuneration (including all benefits and pension contributions) paid to or for the benefit of directors or other officers of the Company and their Associates has not exceeded and will not exceed £25,000

14. The attached list of creditors of the Company as at 31st December 1987 is true and accurate in all respects and (other than in respect of corporation tax incurred in the proper and ordinary course of business of the Company on profits of the Company during the period after 31st December 1986) does not omit any creditor or other liability of the Company as at such date

15. With respect to the Property:-

(1) All covenants stipulations conditions and other terms affecting the Property have been observed and performed and after making reasonable enquiry there are no known circumstances which would entitle or require any landlord or other person to exercise any powers of entry and taking possession or which would otherwise restrict or terminate the continued possession or occupation of the Property

(2) The present user of the Property is the permitted user for the purposes of the Town and Country Planning Acts and is not adversely affected or likely to be adversely affected by any planning proposals and is not a temporary user or a user subject to onerous or unusual conditions

(3) The Property complies with all statutory and Local Authority building regulations and existing planning consents now in force and no notice of any breach of any such matters has been received

- (4) Pending Completion the Company will not acquire or agree to acquire or agree to dispose of any land or buildings or any interest therein without the prior written approval of DPS
16. All information contained or referred to in the said Letter of Disclosure is complete and accurate in all respects and the Vendors are not aware of any other fact or matter which renders any such information misleading or which might reasonably affect the willingness of a purchaser to acquire the Shares on the terms of this Agreement
17. The warranties set out in each paragraph of this Schedule shall be separate and independent and shall not be limited in construction by reference to each other or to any clause or sub-clause of this Agreement

Disc: JB/06
Ref: SCHII

It is hereby represented and warranted to the Vendors that save as fully disclosed in the Accounts or in the letter of disclosure of today's date from DPS's Solicitors to the Vendors' Solicitors :-

1. The Accounts comply with all the requirements of the Companies Act 1985 have been prepared on the same basis as the corresponding accounts for the preceding three financial years, are accurate in all respects, make full and proper provision and/or reserve for all established liabilities contingent liabilities depreciation and amortisation any obsolescence of assets and any foreseeable losses which may arise on completion and/or on realisation of stock and work in progress and the amount appearing in the Accounts in respect of any of the Company's assets is not greater than the cost allowable for taxation purposes in respect thereof
2. The information about the Company contained in the Circular is true and accurate in all material respects and not misleading and all statements of opinion, intention or expectation by the Directors of the Company contained in the Circular are truly and honestly held and have been made after due and careful consideration, and there is no information omitted from the Circular which makes any statement in the Circular incorrect or misleading in any material respect or which is necessary to enable investors and their advisers to make an informed assessment of the assets and liabilities, financial position, profits and losses and prospects of the Company
3. No contract or arrangement to which the Company is a party will be or is capable of being determined or adversely affected by reason of the transfer of the Shares to DPS
4. The Company has no outstanding commitment for capital expenditure, is not a party to any contract or transaction in respect of which it has or may have any obligation or liability of an unusual exceptional or long term nature or magnitude and has not agreed to create or issue and has not outstanding any borrowings or indebtedness in the nature of borrowing, including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits, mortgages, charges, hire purchase commitments, or guarantees or other material contingent liabilities
5. There are no options or other agreements in force which call either at the date hereof or in the future for the issue of or give to any person the right to call for the issue of any share or loan capital of the Company
6. There is no contract of service between the Company and any director or employee providing for termination by notice exceeding the relevant statutory minimum periods nor any

- liability or obligation on the Company in respect of superannuation pension gratuity retirement benefits or compensation to any past or present director or employee of the Company or to any dependant or relative of any such person
7. The Company is not engaged in litigation arbitration prosecution hearings or other proceedings before any court tribunal or board of any nature whatsoever and no claims litigation arbitration prosecution hearings or other proceedings have been made or threatened or are pending against the Company and there are no circumstances existing at the date hereof which may give rise thereto
 8. All the insurable assets of the Company are insured for their full replacement values against all liabilities risks and losses against which it is normal or prudent to insure and none of the policies in respect thereof are void or voidable
 9. No part of the Company's business is carried on under the agreement or consent of any third party or by licence nor is any such agreement or consent or licence required for the carrying on of the Company's business
 10. The Company has no interest in any patents, trade marks, registered designs or copyrights nor has it entered into any agreement for the licensing of patents or copyrights or the user of trade marks or registered designs or the provision or acquisition of technical information or assistance or prohibiting the disclosure of any invention or technical information nor does the Company require any patent trade mark registered design or copyright or any licence in respect thereof in order to use all the processes employed in its business and to carry on its business as presently constituted and carried on and the business of the Company does not infringe any patent or other right of any kind vested in any other party or give rise to payment of any royalty or of any sum in the nature of a royalty
 11. Since the date of the Accounts:-
 - (1) No dividend bonus or distribution has been declared made or paid on or in respect of any share capital of the Company;
 - (2) The Company has carried on business in the ordinary course;
 - (3) There has been no depletion in the net assets of the Company;
 - (4) There has been no significant adverse changes in the financial or trading position or prospects of the Company

12. The Company is not and will not be under any liability to make any payment in respect of any claim demand or assessment by or on behalf of the Inland Revenue or other appropriate governmental or statutory authority which causes any depletion of or diminution in the assets of the Company by reason of the disallowance of relief from taxation given or due to the Company or by reason of the payment by the Company of any taxation assessed charged or recovered on or from the Company as a result of or by reference to any event transaction action shortfall in distribution omission or other matter or thing prior to or in respect of accounting periods ending on or prior to 30th June 1987 whether alone or in conjunction with other circumstances and whether chargeable against or attributable to any other person firm or company except to the extent that provision had been made therefor in the Accounts
13. During the period from 30th June 1987 until Completion the aggregate amount of remuneration (including all benefits and pension contributions) paid to or for the benefit of directors or other officers of the Company and their Associates has not exceeded and will not exceed £47,000 \$5,000
14. The attached list of creditors of the Company as at 31st December 1987 is true and accurate in all respects and (other than in respect of corporation tax incurred in the proper and ordinary course of business of the Company on profits of the Company during the period after 30th June 1987) does not omit any creditor or other liability of the Company as at such date
15. All information contained or referred to in the said Letter of Disclosure is complete and accurate in all respects and DPS is are not aware of any other fact or matter which renders any such information misleading
16. The warranties set out in each paragraph of this Schedule shall be separate and independent and shall not be limited in construction by reference to each other or to any clause or sub-clause of this Agreement

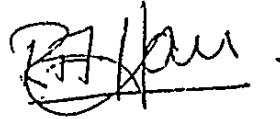
Disc:JB/06
Ref: SCHIII

SCHEDULE IV

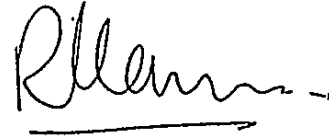
List of Shareholders of DPS

(see attached list)

SIGNED by RICHARD
ANDREW HALL in the
presence of:-



SIGNED by RICHARD
KEMM in the presence of:-



SIGNED by
duly authorised for
and on behalf of DIGITAL
PUBLISHING SYSTEMS LIMITED
in the presence of:-

Disc: JB/06
Ref: SCHIV

Digital Publishing Systems Limited

SHAREHOLDERS

The following are the current shareholders of the company at January 1988.

| | Number |
|---|---------|
| Yellow Advertiser Newspaper Group | 200,000 |
| I.M. Bennett | 60,000 |
| Provident Mutual Life Assurance Association | 45,000 |
| Investors in Industry plc | 44,000 |
| Value and Income Trust plc | 35,000 |
| Oldham Associates Inc. | 25,000 |
| Hoare Govett Ltd. (Investat (Nominees) Ltd) | |
| A/C MID 13935 | 9,000 |
| A/C HOA 07535 | 7,274 |
| A/C HOA 10452 | 3,636 |
| A/C HOA 11476 | 1,818 |
| A/C HOA 01977 | 1,818 |
| A/C HOA 01322 | 1,818 |
| A/C HOA 05835 | 1,818 |
| A/C HOA 05839 | 1,818 |
| A/C GIL 06919 | 1,750 |
| A/C BEN 25765 | 1,100 |
| A/C MUR 19853 | 1,000 |
| Charles House Nominees Ltd A/C FHB 27649 | 9,000 |
| Industry Technology Nominees Ltd. | 12,000 |
| Richard Boyd Norton | 5,400 |
| David J. Sebire | 3,636 |
| Patrick Alexander Campbell Fraser | 3,500 |
| James Gordon Dickson Ferguson | 2,000 |
| Mrs. Irene Phillips | 1,800 |
| Guy Marshall Foster Esq. | 1,750 |
| Alan David Izzard | 1,000 |
| Mrs. Amanda Jane Ralli | 1,000 |
| William John Houlihan | 1,004 |
| George Anthony Ralli | 700 |
| Malcolm Ian Peacock | 360 |
| | <hr/> |
| | 485,000 |
| | ***** |

1876409,

THE COMPANIES ACT 1985

Company Limited by Shares

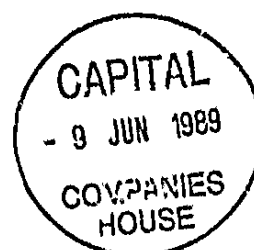
RESOLUTION OF DPS TYPECRAFT LIMITED

(passed on the 22nd day of May 1989)

At an Extraordinary General Meeting of the above-named Company duly convened and held at Acorn House, Great Oaks, Basildon, Essex on the 22nd day of May 1989 the following resolution was duly passed as a Special Resolution :-

"THAT the provisions of article 4(A) of the Company's articles of association shall not apply to an allotment to each of J. Lightburn and D. Municchi of 10,416 ordinary shares of 20p. each as fully paid on or before the 30th day of June 1989".

.....
R.A. Hall
Chairman



Company Number : 1876409

THE COMPANIES ACTS 1965 and 1989

COMPANY LIMITED BY SHARES

ORDINARY and SPECIAL RESOLUTIONS

OF

DPS TYPECRAFT LIMITED

(Passed on the 3rd day of June 1992)

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 3rd day of June 1992 the following Resolutions were duly passed as to Resolutions 1 and 3 as Ordinary Resolutions and as to Resolution 2 as a Special Resolution :-

ORDINARY RESOLUTION

1. That the share capital of the Company be increased from £250,000 to £400,000 by the creation of 750,000 new Ordinary Shares of 20p each ranking pari passu in all respects with the existing Ordinary Shares of 20p each in the capital of the Company.

SPECIAL RESOLUTION

2. That the Articles of Association of the Company be altered as

follows :-

- (i) by deleting the existing Article 3(A) and substituting the following :

"3(A) The authorised share capital of the Company at the date of adoption of this Article is £400,000 divided into 2,000,000 Ordinary Shares of 20p each."

- (ii) by deleting the existing Article 3(B) and substituting the following :

"3(B) The Directors are generally and unconditionally authorised (in addition to any such authority previously granted) in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise all of the powers of the Company to allot relevant securities (as defined in the said Section 80) up to an aggregate nominal amount of £400,000 Provided that this authority shall expire on the fifth anniversary of the date of passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired."

- (iii) by deleting the existing Article 4(A) and substituting the following :

"4(A) Pursuant to Section 95 of the Companies Act 1985 (as

amended) the Directors are empowered to allot equity securities (as defined by Section 94 of that Act) for cash pursuant to the authority conferred by Article 3(B) as if Section 89 of the Companies Act 1985 did not apply to such allotment."

- (iv) by deleting the existing Article 4(B) and renumbering Article 4(C) as Article 4(B).

ORDINARY RESOLUTION

3. That subject to the passing of each of the above Resolutions and without derogating from its powers under the Articles of Association (as altered pursuant to Resolution 2 above) the Board be and is hereby authorised to establish share option schemes on such terms as it may in its sole discretion determine (including but not limited to provision for the exercise of all or any options granted under any such schemes to Messrs. R. Kemm and R.A. Hall being subject to the achievement by the Company of its cumulative profit budgets for the Three calendar years ending on 31st December 1994 as agreed by the non-executive directors (if any) of the Company) in respect of up to an aggregate maximum of 150,000 Ordinary Shares of 20p each in the capital of the Company and to grant options pursuant to such schemes to and amongst such directors and employees of the Company as the Board may in its sole discretion determine including inter alia to Messrs. R. Kemm, R.A. Hall and G.H. Walker.



.....
Chairman

G

COMPANIES FORM No. 123

Notice of increase
in nominal capital

123

Please do not
write in
this margin

Pursuant to section 123 of the Companies Act 1985

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

To the Registrar of Companies

For official use

Company number

[] [] [] [] [] []

1876409

Name of company

* DPS TYPECRAFT LIMITED

* Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 3rd June 1992 the nominal capital of the company has been
increased by £ 150,000 beyond the registered capital of £ 250,000. PHB

§ the copy must be
printed or in some
other form approved
by the registrar

A copy of the resolution authorising the increase is attached. §

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new
shares have been or are to be issued are as follow:

as set out in the attached Articles of Association of the Company.

Please tick here if
continued overleaf

[]

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

Signed

Gregory H. Walker

Designation†

DIRECTOR

Date 19 JUNE 1992

Presentor's name address and
reference (if any):

PAYNE HICKS BEACH
10 New Square
Lincoln's Inn
London WC2A 3QG

Ref: GWG/SEE

For official Use
General Section

Post room

STAT-PLUS HOUSE
24 JUN 1992
59

Company Number : 1876409

The Companies Acts 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM AND
ARTICLES OF ASSOCIATION
OF

DPS TYPECRAFT LIMITED

(Incorporated the 11th day of January 1985)

PAYNE HICKS BEACH,
Solicitors,
10 New Square,
Lincoln's Inn,
London WC2A 3QG



THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

DPS TYPECRAFT LIMITED

- " 1. The name of the Company is "DPS TYPECRAFT LIMITED".
2. The registered office of the Company will be situate in England.
- ** 3. The objects for which the Company is established are :-
- (a) (1) To carry on the business of providing data processing, computer and accounting services and to act as advisers, contractors and consultants on all matters connected with the operation and use of computers, to undertake data preparation, programming and processing, system analysis and the operation of computers and to offer these services to any company, corporation, person or body and to buy and sell computer time; to act as specialists in commercial business developments and reconstructions, business consultants, organisers, managers and investigators; secretaries and registrars of public or private limited companies or other business firms; business transfer agents, employment agents, shorthand writers, copy typists, company promoters, underwriters, financiers, bill brokers, insurance brokers and generally to undertake and execute agencies and commissions of any kind and offer secretarial services in all their branches.
- * The name of the Company was changed from Advasign Limited to Digital Publishing Systems Limited on 11th February 1985 and from Digital Publishing Systems Limited to DPS Typecraft Limited on 16th May 1988.
- ** Objects as amended by Special Resolution passed 4th February 1985.

(2) To carry on business as proprietors of private schools and colleges and to organise and operate correspondence schools, residential courses, lectures and tutorial classes in all matters connected with data preparation, programming, processing and the operation of computers and to employ teachers, lecturers, examiners and any persons with specialised knowledge in these subjects.

- (b) To carry on any other business or trade which in the opinion of the Directors of the Company may be conveniently carried on in connection with or as ancillary to any of the above businesses or be calculated directly or indirectly to enhance the value of or render profitable any of the property of the Company or to further any of its objects;
- (c) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any interest whatsoever any movable or immovable property, whether tangible or intangible and wheresoever situate, which the Company may think necessary or convenient for the purposes of its business and to sell, lease, hire out, grant rights in or over, improve, manage or develop all or any part of such property or otherwise turn the same or any part thereof to the advantage of the Company;
- (d) To build, construct, maintain, alter, enlarge, pull down, remove or replace any buildings, works, plant and machinery necessary or convenient for the business of the Company and to join with any person, firm or company in doing any of the things aforesaid;
- (e) To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, and also by any similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be;
- (f) To apply for and take out, purchase or otherwise acquire any patents, licences and the like conferring an exclusive or non-exclusive or limited right of user, or any secret or other information as to any invention which may seem calculated directly or indirectly to benefit the Company, and to use, develop, grant licences in respect of, or otherwise turn to account any rights or information so acquired;

- (g) To purchase, subscribe for or otherwise acquire and hold and deal with any shares, stocks, debentures, debenture stock, bonds or securities of any other company or corporation carrying on business in any part of the world;
- (h) To issue, place, underwrite or guarantee the subscription of, or concur or assist in the issuing or placing, underwriting or guaranteeing the subscription of shares, debentures, debenture stock, bonds, stocks and securities of any company, whether limited or unlimited or incorporated by Act of Parliament or otherwise, at such times and upon such terms and conditions as to remuneration and otherwise as may be agreed upon;
- (i) To invest and deal with the monies of the Company not immediately required for the purposes of its business in or upon such investments and securities and in such manner as may from time to time be considered expedient;
- (j) To lend money or give credit on such terms as may be considered expedient and receive money on deposit or loan from and give guarantees or become security for any persons, firms or companies;
- (k) To enter into partnership or into any arrangement for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company;
- (l) To acquire and undertake the whole or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, 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;
- (m) To sell, exchange, lease, dispose of, turn to account or otherwise deal with the whole or any part of the undertaking of the Company for such consideration as may be considered expedient and in particular the shares, stock or securities of any other company formed or to be formed;
- (n) To establish, promote, finance or otherwise assist any other company for the purpose of acquiring all or any part of the property, rights and liabilities of the Company or for any other purpose which may seem direct or indirectly calculated to benefit the Company;

- (o) To pay for any rights or property acquired by the Company, and to remunerate any person, firm or company rendering services to the Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or in any other manner whatsoever, and to pay all or any of the preliminary expenses of the Company and of any company formed or promoted by the Company;
- (p) To accept stock or shares in, or the debentures, mortgage debentures or other securities of any other company in payment or part payment for any services rendered or for any sale made to or debt owing from any such company;
- (q) To draw, accept, endorse, negotiate, discount, execute and issue promissory notes, bills of exchange, scrip, warrants and other transferable or negotiable instruments;
- (r) To establish, support or aid in the establishment and support of associations, institutions, clubs, funds, trusts and schemes calculated to benefit the directors, ex-directors, officers, ex-officers, employees or ex-employees of the Company or the families, dependants or connections of such persons, and to grant pensions, gratuities and allowances to and to make payments towards insurance for the benefit of such persons as aforesaid, their families, dependants or connections and to subscribe or contribute to any charitable, benevolent, or useful object of a public character;
- (s) 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, and for such purpose to distinguish and separate capital from profits, but so that nothing in this sub-clause shall authorise the Company to make any distribution other than in accordance with the law for the time being in force;
- (t) To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, sub-contractors, trustees or otherwise;
- (u) to do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4. The liability of the members is limited.

- * 5. The share capital of the Company is £100 divided into 100 shares of £1 each. The Company has power to increase the share capital and to divide the shares (whether original or increased) into several classes and to attach thereto any preferred, deferred or other special rights, privileges or conditions as regards dividends, repayment of capital, voting or otherwise.

- * By Special Resolution passed 1st February 1985 the shares were divided into Ordinary Shares of 20p each and by Ordinary Resolution passed 1st February 1985 the share capital was increased to £250,000 divided into 1,250,000 shares of 20p each.

By Ordinary Resolution passed 3rd June 1992 the share capital was increased to £400,000 divided into 2,000,000 Ordinary Shares of 20p each.

(6)

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.

| NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS | NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER |
|--|--|
| STEPHEN FREDERICK WALFORD
Epworth House
25/35 City Road
London EC1

Company Formation Assistant | One |
| JOHN REGAN
Epworth House
25/35 City Road
London EC1

Company Search Assistant | One |
| Total shares taken | Two |

DATED the 1st day of November, 1984

WITNESS to the above signatures

YAP KIM LAN
Epworth House
25/35 City Road
London EC1

Company Formation Assistant

THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

N E W

ARTICLES OF ASSOCIATION

OF

DPS TYPECRAFT LIMITED

(Adopted by Special Resolution passed 15th March 1985)

PRELIMINARY

1. The Regulations contained in Part 1 of Table A in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") as modified by the Companies Acts 1948 to 1981 (as defined in Section 119(2) of the Companies Act 1981) shall, except as hereinafter provided and so far as the same are not inconsistent with the provisions of these Articles, apply to the Company. The regulations in any Table A applicable to the Company under any former enactment relating to companies shall not apply. Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act.

PRIVATE COMPANY

2. The Company is a private company, and accordingly it shall be prohibited from making an offer or allotment of its shares or debentures prohibited by Section 15(1) of the Companies Act 1980.

CAPITAL

3. (A) The authorised share capital of the Company at the date of the adoption of this Article is £400,000 divided into 2,000,000 Ordinary Shares of 20p each.

* Amended by Special Resolution passed on 3rd June 1992.

(B) The Directors are generally and unconditionally authorised (in addition to any such authority previously granted) in accordance with Section 80 of the Companies Act 1985 (as amended) to exercise all of the powers of the Company to allot relevant securities (as defined in the said Section 80) up to an aggregate nominal amount of £400,000. Provided that this authority shall expire on the fifth anniversary of the date of passing of this Resolution save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

(C) Whenever the capital of the Company is divided into different classes of shares the special rights attached to any class may be varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up, with the consent in writing of the holders of three fourths of the issued shares of that class, or with the sanction of an Extraordinary Resolution passed at a separate meeting of the holders of the shares of that class but not otherwise. To every such separate meeting all the provisions of these Articles relating to General Meetings of the Company or to the proceedings thereat shall, mutatis mutandis, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one third in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present those Members who are present shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

SHARES

4. (A) Pursuant to Section 95 of the Companies Act 1985 (as amended) the Directors are empowered to allot equity securities (as defined by Section 94 of that Act) for cash pursuant to the authority conferred by Article 3(B) as if Section 89 of the Companies Act 1985 did not apply to such allotment.

(B) Subject to the provisions of Part III of the Companies Act 1981 the Company may :-

- (i) issue shares which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder;
- (ii) purchase its own shares (including any redeemable shares);
- (iii) make a payment in respect of any such redemption or purchase of any of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares

TRANSFER OF SHARES

5. An instrument of transfer of fully-paid shares need not be signed by or on behalf of the transferee. Regulation 22 of Table A shall be modified accordingly.

6. 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.

LIEN

7. The lien conferred by Regulation 11 of Table A shall attach to all shares of any class, whether fully paid or not, and to all shares registered in the name of any person indebted or under liability to the Company, whether he be the sole holder thereof or one of two or more joint holders.

PROCEEDINGS AT GENERAL MEETINGS

8. (A) Two members present in person or by proxy shall be a quorum at any General Meeting. Regulation 53 of Table A shall be modified accordingly.

(B) A poll may be demanded at any General Meeting by the Chairman, or by any member present in person or by proxy and entitled to vote. Regulation 58 of Table A shall be modified accordingly.

(C) The Chairman of the meeting shall not, in the case of an equality of votes whether on a show of hands or on a poll, be entitled to exercise any second or casting vote. Regulation 60 of Table A shall not apply.

9. A Resolution in writing signed by all the members for the time being entitled to receive notice of and attend and vote at General Meetings shall be as effective as if the same had been passed at a General Meeting of the Company duly convened and held, and may consist of several documents in the like form, each signed by one or more persons, but a Resolution so signed shall not be effective to do anything required by the Act to be done in General Meeting by Special or Extraordinary Resolution. In the case of a corporation the Resolution may be signed on its behalf by a Director thereof or by its duly appointed attorney or duly authorised representative.

10. Subject to any special terms as to voting upon which any capital may be issued or may from time to time be held, on a show of hands every member who is present in person shall have one vote and on a poll every member who is present in person or by proxy shall have one vote for each ordinary share of which he is the holder. Regulation 62 of Table A shall not apply.

11. An instrument appointing a proxy may be in any usual or common form or in any other form which the Directors may approve. Such instrument (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulations 69, 70 and 71 of Table A shall not apply.

DIRECTORS

12. The Directors shall not be more than ten in number.

13. A Director shall not be required to hold any share qualification, but nevertheless shall be entitled to attend and speak at any General Meeting of the Company and at any separate General Meeting of the holders of any class of shares in the capital of the Company.

14. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Any two Directors shall be a quorum.

15. A Director, notwithstanding his interest but subject to his complying with Section 199 of the Act, shall be entitled to vote in respect of any contract, matter or arrangement in which he is interested or on his appointment to any office or place of profit under the Company or the arrangement of the terms thereof, and may be counted in the quorum at any meeting at which any such matter is considered. Paragraphs (2) and (4) of Regulation 84 of Table A shall be altered accordingly.

16. A Resolution in writing signed by all the Directors for the time being entitled to receive notice of the meetings of Directors, shall be as valid and effectual as if it had been passed at a meeting, of the Directors duly convened and held, and may consist of several documents in a like form each signed by one or more of the Directors.

17. The Directors shall not be liable to retire by rotation, and accordingly Regulations 89 to 93 (inclusive) of Table A and the reference to rotation in Regulation 94 of Table A shall be deleted and in each of Regulations 95 and 97 of Table A the second sentence thereof shall be deleted.

18. The continuing Directors (provided that there is a quorum as defined above) may act notwithstanding any vacancies, and Regulation 100 of Table A shall be altered accordingly.

19. The Directors shall not be required to sign their names in a book kept for the purpose of recording attendances at the meetings and Regulation 86 of Table A shall be varied accordingly.

20. (A) The office of a Director shall be vacated in any of the events specified in Regulation 88 of Table A save that paragraph (f) of such Regulation shall not apply.

(B) The Directors may delegate any of their powers or discretions to committees consisting of one or more members of their body and (if thought fit) one or more other persons co-opted as hereinafter provided. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations which may from time to time be imposed by the Directors. Any such regulations may provide for or authorise the co-option to the committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 102 of Table A shall not apply.

POWERS OF DIRECTORS

21. (A) 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 subject to section 14 of the Companies Act 1980 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 but so that :-

- (i) the amount for the time being remaining undischarged of moneys borrowed or secured by the Directors as aforesaid shall not at any time, without the previous sanction of the Company in general meeting, exceed a sum equal to twice the capital and reserves being the aggregate of (a) the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and (b) the amounts for the time being standing to the credit of the capital and revenue reserves and share premium account of the Company (including any amounts attributable to goodwill or other intangible assets);
- (ii) no such sanction shall be required to the borrowing of any sum or money intended to be applied in the repayment (with or without premium) of any moneys then already borrowed and outstanding, notwithstanding that the same may result in such limit being exceeded;
- (iii) no lender or other person dealing with the Company shall be concerned to see or enquire whether the limit imposed by this Article is observed and no debt or liability incurred in excess of such limit shall be invalid and no security given for the same shall be invalid or ineffectual except in the case of express notice to the lender or recipient of the security or person to whom the liability is incurred at the time when the debt or liability was incurred or the security given that the limit hereby imposed had been or was thereby exceeded.

(B) A certificate or report by the Auditors for the time being of the Company as to the amount of the capital and reserves or the amount of any borrowings or to the effect that the limit imposed by this Article has not been or under specified conditions would not be exceeded at any particular time or times shall be conclusive evidence of such amount or fact for the purposes of this Article.

(C) The proviso to Regulation 79 of Table A shall not apply.

22. The Directors may grant gratuities, pensions or annuities or other allowances, including allowances on death or sickness during service, to any person or to the widow, relatives or dependants of any person (as the Directors may think fit) in respect of services rendered by such person to the Company as Managing Director, Manager, Executive or in any other employment under the Company or indirectly as an executive officer or employee of any subsidiary company of the Company, and may make payments towards insurances or trusts for such purposes in respect of such persons and may include rights in respect of such pensions annuities and allowances in the terms of engagement of any such persons.

MANAGING OR EXECUTIVE DIRECTORS

23. The Directors may from time to time appoint one or more of their number to an executive office (including that of a Managing or Executive Director, Manager or any other salaried office) for such period and upon such terms as they think fit, and subject to the provisions of any agreement entered into in any particular case, may revoke such appointment. A Director so appointed as a Managing or Executive Director shall (without prejudice to any claim he may have for damages for breach of any contract of service between him and the Company) ipso facto cease to be such if he ceases from any cause to be a Director.

24. A Managing or Executive Director, Manager or other Executive officer as aforesaid shall receive such remuneration whether by way of salary, commission or participation in profits or otherwise (either in addition to or in lieu of his remuneration as a Director) as the Directors may determine.

25. The Directors may entrust to and confer upon a Managing or Executive Director, Manager or other executive officer as aforesaid any of the powers exercisable by them upon such terms and conditions with such restrictions as they think fit, and either collaterally with or to the exclusion of their own powers and may from time to time (subject to the terms of any agreement entered into in any particular case) withdraw, alter or vary all or any of such powers.

ALTERNATE DIRECTORS

26. (A) Any appointed Director and, subject to the prior approval of the Board of Directors, any other Director may at any time by writing under his hand and deposited at the Registered Office, or delivered at a meeting of the Directors appoint any person to be his alternate Director and may in like manner at any time terminate such appointment.

(B) The appointment of an alternate Director shall determine on the happening of any event which if he were a Director would cause him to vacate such office or if his appointor ceases for any reason to be a Director (retirement at any General Meeting at which the Director is re-elected being for such purpose disregarded).

(C) An alternate Director shall (subject to his giving an address within the United Kingdom for the service of notices) be entitled to receive notices of meetings of the Directors and to attend and vote as a Director at any such meeting at which his appointor is not personally

present and generally at such meeting to perform all functions of his appointor as a Director and if his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any Resolution in writing of the Directors shall be as effective as the signature of his appointor. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Articles.

(D) Any Director acting as alternate shall have an additional vote for each Director for whom he acts as alternate.

(E) An alternate Director may be repaid expenses, and shall be entitled to indemnified, by the Company to the same extent mutatis mutandis as if he were a Director but he shall not be entitled to receive from the Company any remuneration except only such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

INDEMNITY

27. Subject to the provisions of and so far as may be permitted by the Act, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto. Regulation 136 of Table A shall be extended accordingly.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

STEPHEN FREDERICK WALFORD
Epworth House
25/35 City Road
London EC1

Company Formation Assistant

JOHN REGAN
Epworth House
25/35 City Road
London EC1

Company Search Assistant

DATED the 1st day of November, 1984

WITNESS to the above signatures

YAP KIM LAN
Epworth House
25/35 City Road
London EC1

Company Formation Assistant

Company Number : 1876409

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

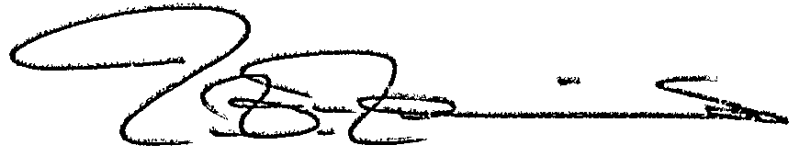
OF

DPS TYPECRAFT LIMITED

(Passed on the 20th day of October 1994)

At the Annual General Meeting of the above-named Company duly convened and held on the 20th day of October 1994 the following resolution was passed as a Special Resolution:-

THAT Subject to the approval of the Board of Inland Revenue Rule 6.2.iii of the Rules of the DPS Typecraft Limited Employee Share Option Scheme be amended by the deletion of the words "immediately upon" on line one of such Rule and the substitution therefor of the words "six months following".



Chairman

