



COMPANIES FORM No. 12

**Statutory Declaration of compliance
with requirements on application
for registration of a company****12**Please do not
write in
this margin.

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

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2434013

Name of company

* CHARCO 317 LIMITED

* Insert full
name of Company

I, DAVID BERRY
of HALE COURT, LINCOLN'S INN,
LONDON WC2A 3UL

† delete as
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(3)]† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it 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: 23 Wickham Street
London EC4

Declarant to sign below

this ninth day of October
One thousand nine hundred and eighty-nine
before me John Jameson

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):

CHARLES RUSSELL WILLIAMS
& JAMES
HALE COURT
LINCOLN'S INN
LONDON WC2A 3UL

For official Use

New Companies Section

Post room

COMPANIES SECTION
11 OCT 1989
M 24



The Solicitors Law Stationery Company plc, Oyez House 27 Chancery Street, London EC1 5TG



COMPANIES FORM No. 10

10

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

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

*Insert full name
of company

Name of company

* CHARCO 317 LIMITED

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

HALE COURT, LINCOLN'S INN

LONDON

Postcode

WC2A 3UL

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

Postcode

Number of continuation sheets attached (see note 1)

Presentor's name, address and
reference (if any):
CHARLES RUSSELL WILLIAMS
& JAMES
HALE COURT
LINCOLN'S INN
LONDON WC2A 3UL

For official use

General Section

Post room

11 OCT 1989

79

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)		Business occupation	
BAYSHILL MANAGEMENT LIMITED		CO FORMATION AGENT	
Previous name(s) (note 3) N/A		Nationality	
Address (note 4) Killowen House		N/A	
Bayshill Road, Cheltenham		Date of birth (where applicable)	
Glos.	Postcode GL50 3AW	(note 6) N/A	
Other directorships† CHARCO COMPANIES			
I consent to act as director of the company named on page 1			
Signature <i>[Signature]</i>		Date 9th October 1989	

Please do not write in this margin

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

For and on behalf of Bayshill Management Limited

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
	Postcode	(note 6)	
Other directorships†			
I consent to act as director of the company named on page 1			
Signature		Date	

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:

Please do not write in this margin

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

Name (notes 3 & 7) BAYSHILL SECRETARIES LIMITED	
Previous name(s) (note 3) Dyer Street Financial Services Limited	
Address (notes 4 & 7) Killowen House, Bayshill Road Cheltenham, Glos.	
Postcode	GL50 3AW
I consent to act as secretary of the company named on page 1	
For and on behalf of Bayshill Secretaries Limited	
Signature <i>[Signature]</i>	Date 9th October 1989

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

Delete if the form is signed by the subscribers.

Signature of agent on behalf of subscribers	Date
---	------

Delete if the form is signed by an agent on behalf of the subscribers.

All the subscribers must sign either personally or by a person or persons authorised to sign for them

For and on behalf of Bayshill Management Limited	
Signed <i>[Signature]</i>	Date 9th October 1989
For and on behalf of Bayshill Secretaries Limited	
Signed <i>[Signature]</i>	Date 9th October 1989
Signed	Date
Signed	Date
Signed	Date
Signed	Date

100
25

~~18~~ ~~500~~

2434013 AD4
19/10

FEE PAID
£ 50 M
COMPANIES HOUSE

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

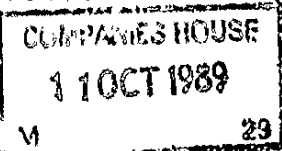
CHARCO 317 LIMITED

NC
12 OCT 1989
COMPANIES HOUSE

1. The name of the Company is "CHARCO 317 LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (a) To carry on all or any of the businesses of general merchants and traders, cash and credit traders, manufacturers' agents and representatives, insurance brokers and consultants, estate and advertising agents, mortgage brokers, financial agents, advisers, managers and administrators, hire purchase and general financiers, brokers and agents, commission agents, importers and exporters, manufacturers, retailers, wholesalers, buyers, sellers, distributors and shippers of, and dealers in all products, goods, wares, merchandise and produce of

Messrs Chase
£50040

1.DHB.31.CHARCOMA.06.06.89



every description, to participate in, undertake, perform and carry on all kinds of commercial, industrial, trading and financial operations and enterprises; to carry on all or any of the businesses of marketing and business consultants, advertising agents and contractors, general storekeepers, warehousemen, discount traders, mail order specialists, railway, shipping and forwarding agents, shippers, traders, capitalists and financiers either on the Company's own account or otherwise, printers and publishers; haulage and transport contractors, garage proprietors, operators, hirers and letters on hire of, and dealers in motor and other vehicles, craft, plant, machinery, tools and equipment of all kinds; and to purchase or otherwise acquire and take over any businesses or undertakings which may be deemed expedient, or to become interested in, and to carry on or dispose of, remove or put an end to the same or otherwise deal with any such businesses or undertakings as may be thought desirable.

- (b) To carry on any other business of a similar nature, or any business which may in the opinion of the directors be conveniently carried on by the Company.
- (c) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.

- (d) To manufacture, prepare, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, preparers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (e) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (f) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (g) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (h) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provisions.
- (i) To lend money, and grant or provide credit and financial accommodation, to any person and to

carry on the business of a banking, finance or insurance company.

- (j) (i) To carry on the business of an investment or property company and for that purpose to acquire and hold either in the name of the Company or in that of any nominee shares, stocks, debentures, debenture stock, bonds, notes, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, bonds, notes obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependant, municipal, local or otherwise in any part of the world.
- (ii) To acquire any such shares, stock, debentures, debenture stock, bonds, notes, obligations or securities by original subscription, contract, tender, purchase, exchange, underwriting, participation in syndicates or otherwise, and whether or not fully paid up, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit.
- (iii) To exercise and enforce all rights and powers conferred by or incident to the ownership of any such shares, stock, obligations or other securities including without prejudice to the generality of the foregoing all such powers of veto or control as may be conferred by virtue of

the holding by the Company of some special proportion of the issued or nominal amount thereof.

- (k) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (l) To enter into any arrangement with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out, exercise and comply with the same.
- (m) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligations in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (n) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the

repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.

- (o) To amalgamate or enter into partnership or any profit-sharing arrangement with, and to co-operate or participate in any way with, and assist or subsidise any person.
- (p) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (q) To apply for, purchase or otherwise acquire any interest in any copyright, designs, patents, brevets d'invention, trade marks, licences, concessions, know how, confidential information and the like conferring any exclusive or non-exclusive or limited right to use any processes, or other information in relation to the Company's business or any part thereof or generally any inventions which may seem to the Company capable of being usefully dealt in; to use, exercise, develop, manufacture under or grant licences in respect of or otherwise turn to account any such copyright, designs, patents, brevets d'invention, trade marks, licences, concession, know how, confidential information and the like and

information generally and to carry on the business of an inventor, designer or research organisation.

- (r) To sell, exchange, mortgage, charge, let on rent, share of profit, royalty or otherwise, grant licenses, easements, options, servitudes and other rights over, and in any other manner deal with, or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities.
- (s) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (t) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of, any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager,

registrar or transfer agent for any other company and to act as trustees of any kind and to undertake and execute any trust.

- (u) To pay all the costs, charges, and expenses preliminary and incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (v) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society, or club which may be for the benefit of the Company or its directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been directors of, who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and

other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.

- (w) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (x) To distribute any of the property of the Company among its creditors and members in specie or kind.
- (y) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors, trustee or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.
- (z) To carry on any other business or activity and do anything or any nature which in the opinion of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.

- (aa) To do all such other things as in the opinion of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid shares, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by references to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of members is limited.
5. The share capital of the Company is £100 divided into 100 shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

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

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

NUMBER OF SHARES TAKEN
BY EACH SUBSCRIBER

BAYSHILL SECRETARIES LIMITED

Killowen House,

Bayshill Road,

Cheltenham,

Gloucestershire,

GL50 3AW.

Company Formation

1

FOR AND ON BEHALF OF
BAYSHILL SECRETARIES LTD

DIRECTOR/SECRETARY

BAYSHILL MANAGEMENT LIMITED

Killowen House,

Bayshill Road,

Cheltenham,

Gloucestershire,

GL50 3AW.

Company Formation

1

FOR AND ON BEHALF OF
BAYSHILL MANAGEMENT LTD

DIRECTOR/SECRETARY

DATED this 9th day of October
One thousand nine hundred and eighty-nine

WITNESS to the above signatures:-

Wendy van Ee
Hale Court,
Lincoln's Inn,
London WC2A 3UL

Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CHARCO 317 LIMITED

PRELIMINARY

1. In these Articles and in Table A:-

"the Act" means the Companies Act 1985 and every statutory modification or re-enactment thereof for the time being in force.

"Table A" means Table A in the Companies (Tables A-F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.

2.(A) Subject as hereinafter provided, the regulations contained in Table A shall apply to the Company.

(B) Regulations 24, 46, 50, 73-80 inclusive, 94-97 inclusive and 118 in 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 expressed, shall constitute the regulations of the Company.

SHARE CAPITAL

3. The capital of the Company at the date of adoption of these Articles is £100 divided into 100 Ordinary Shares of £1 each.

SHARES

- 4.(A) The directors shall have general and unconditional authority (limited in time as hereinafter provided) to allot any relevant securities up to the maximum amount hereinafter laid down. The maximum amount of relevant securities which may be allotted under the authority hereby conferred shall be that which would result in the issue of all the shares in the Company for the time being unissued. Subject to Section 80(7) of the Act, the authority hereby conferred shall expire five years after the date of the adoption of these Articles unless renewed (with or without variation) by the Company in general meeting at any time and from time to time before or after the date on which it would otherwise have expired.
- (B) The Company may at any time and from time to time prior to the expiry of the authority conferred by paragraph (A) of this Article or any renewal thereof make any offer or agreement which would or might require relevant securities to be allotted after such expiry.
- (C) Save as otherwise provided in these Articles, all unissued shares (whether forming part of the original or any increased capital) which the directors are authorised (by these Articles or otherwise) to allot shall be at the disposal of the directors who may allot, grant options

over, offer or otherwise deal with or dispose of them to such persons, at such times and generally on such terms and conditions as they may determine.

- (D) In this Article "relevant securities" shall have the meaning ascribed thereto by Section 80 (2) of the Act and references to the allotment of relevant securities shall be construed in the same manner as in that Section.
5. By virtue of Section 91 of the Act the provisions of Section 89(1) of the Act shall not apply to the Company.
6. The lien conferred by regulation 8 in Table A shall apply to all shares of the Company 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 registered holder thereof or one of several joint holders. The said regulation 8 shall be modified accordingly.
7. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of regulation 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment".

TRANSMISSION OF SHARES

8. The Board may at any time give notice requiring any person entitled to a share by reason of the death or bankruptcy of the holder thereof to elect either to be registered himself in respect of the share or to transfer the share and if the notice is not complied with within sixty days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been

complied with. Regulation 31 in Table A shall be modified accordingly.

TRANSFER OF SHARES

9. 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.

GENERAL MEETINGS

10. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by any member present in person or by proxy and entitled to vote, and a demand by a person as proxy for a member shall be the same as a demand by the member. The Chairman shall not have a casting vote on an equality of votes, whether on a show of hands or on a poll at any general meeting.
11. If at any adjourned meeting of members of the Company a quorum is not present within half an hour from the time appointed for the meeting, the member present shall be a quorum.
12. For the purpose of regulation 53 in Table A a director or secretary of a corporation which is for the time being a member shall be deemed to be a person authorised to execute a resolution on behalf of that corporation.
13. A proxy shall be entitled to vote on a show of hands and regulation 54 in Table A shall be modified accordingly.

DIRECTORS

14. The number of directors need not exceed one. If and so long as there is a sole director, he may exercise all the powers and authorities vested in the directors by these Articles or Table A. Regulations 64 and 89 in Table A shall be modified accordingly.
15. A director shall not be required to hold any qualification shares in the Company, but nevertheless shall be entitled to attend and speak at any general meeting and at any separate general meeting of the holders of any class of shares in the capital of the Company.
16. A director shall be paid such remuneration by way of salary, commission or percentage of profits or otherwise as the directors may determine. Regulation 82 in Table A shall be modified accordingly.

ALTERNATE DIRECTORS

17. Each director shall have the power from time to time to appoint any other director or any person approved by the directors (such approval not to be unreasonably withheld) to act as an alternate director and may remove from office an alternate director as appointed by him. Regulation 65 in Table A shall be modified accordingly.
- 18.(A) The remuneration of an alternate director shall be payable out of the remuneration payable to the director appointing him and shall consist of such part (if any) of such remuneration as shall be agreed between the alternate director and the director appointing him. Regulation 66 in Table A shall be modified accordingly.

- (B) The alternate director shall benefit from the indemnity set out in Article 27.

PROCEEDINGS OF DIRECTORS

19. Subject to the provisions of Part X of the Act a director may be interested directly or indirectly in any contract or arrangement with the Company or with any other company in which the Company may be interested and he may hold and be remunerated in respect of any office or place of profit (other than the office of auditor of the Company or any subsidiary thereof) under the Company or any such other company and he or any firm of which he is a member may act in a professional capacity for the Company or any such other company and be remunerated therefor. Notwithstanding his interest a director may vote on any matter in which he is interested and be included for the purpose of a quorum at any meeting at which the same is considered and he may retain for his own benefit all profits and advantages accruing to him.
20. At any meeting of the directors or of any committee of the directors the chairman shall not have a casting vote or second vote on an equality of votes and regulation 88 of Table A shall be modified accordingly.
21. Any director or member of a committee of the directors may participate in a meeting of the directors or such committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.

APPOINTMENT AND DISQUALIFICATION OF DIRECTORS

22. The directors shall have power at any time and from time to time, to appoint any person or persons to be a director or directors, either to fill a casual vacancy or as an addition to the existing directors.
23. Without prejudice to the powers of the Company under Section 303 of the Act to remove a director by ordinary resolution, the holder or holders for the time being of more than one half in nominal value of the issued ordinary shares of the Company shall have the power from time to time and at any time to appoint any person or persons as a director or directors, either as an addition to the existing directors or to fill any vacancy, and to remove from office any director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same, or in the case of a member being a company signed on its behalf by one of its directors, and shall take effect upon lodgement at the registered office of the Company.
24. Regulation 81(e) in Table A shall not apply if the absent director shall have appointed an alternate director who has not been similarly absent during the period referred to therein.
25. The Company may at any time and from time to time by ordinary resolution appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.

DIVIDENDS

26. Dividends shall be declared and paid according to the amounts paid up or credited as paid up on the shares on

which the dividend is paid. Regulation 104 in Table A shall be construed accordingly.

INDEMNITY

27. Every director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the court, and no director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

BAYSHILL SECRETARIES LIMITED

Killowen House,
Bayshill Road,
Cheltenham,
Gloucestershire,
GL50 3AW.

FOR AND ON BEHALF OF
BAYSHILL SECRETARIES LTD.


DIRECTOR/SECRETARY

Company Formation

BAYSHILL MANAGEMENT LIMITED

Killowen House,
Bayshill Road,
Cheltenham,
Gloucestershire,
GL50 3AW.

FOR AND ON BEHALF OF
BAYSHILL MANAGEMENT LTD


DIRECTOR/SECRETARY

Company Formation

DATED this 9th day of October
One thousand nine hundred and eighty-nine

WITNESS to the above signatures:-

Wendy van Ee
Hale Court
Lincoln's Inn
London WC2A 3UL



Secretary

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2434013

I hereby certify that

CHARCO 317 LIMITED

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 19 OCTOBER 1989

P. Devan
P. DEVAN

an authorised officer

30/

Company Number: 2434013



The Companies Act 1985

CHARCO 317 LIMITED

A PRIVATE COMPANY
LIMITED BY SHARES

SPECIAL RESOLUTION

Dated 1990

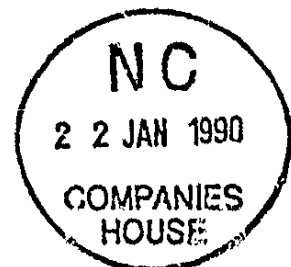
By Resolution dated 12th January 1990 signed by all of the Members of the Company for the time being entitled to attend and vote at General Meetings, the following resolution was duly passed as a Special Resolution:-

Special Resolution

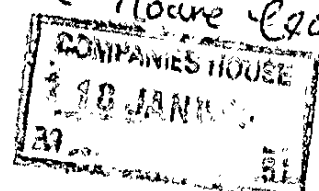
THAT the name of the Company be changed to Cinio Limited.

[Signature]
.....
BAYSHILL MANAGEMENT LIMITED

[Signature]
.....
BAYSHILL SECRETARIES LIMITED



1.MACM.16.CHARCOLTD.11.01.90



064583

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 2434013

I hereby certify that

CHARCO 317 LIMITED

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

CINIO LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 30 JANUARY 1990

P. Bevan
P. BEVAN

an authorised officer

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

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

2434013

Name of company

* CINIO LIMITED

†Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company
dated 23 FEB 90 the nominal capital of the company has been
increased by £ 1,999,900 beyond the registered capital of £ 1.00.

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

Please tick here if
continued overleaf☐Insert Director,
Secretary,
Administrator,
Administrative
Receiver or Receiver
(Scotland) as
appropriate

Signed

Designations SECRETARY Date 23.2.90.Presenter's name, address and
reference (if any):

For official use

General section

Post room

COMPANIES HOUSE
10 MAR 1990**oyez**

The Solicitors' Law Stationery Society plc, 24 Gray's Inn Road, London WC1X 8HR

Companies G123

1987 Edition
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THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

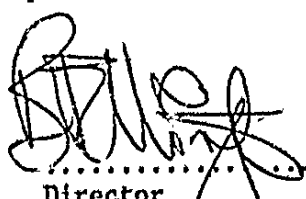
OF
CINIO LIMITED

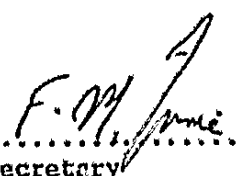
(Registered Number 2434013)
(passed the 23rd day of February 1990)

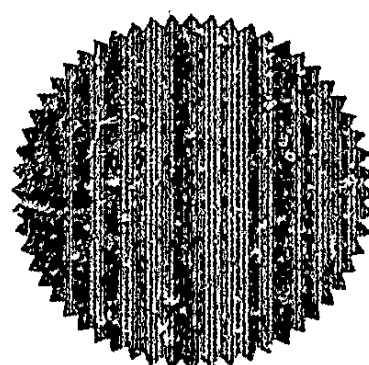
At an Extraordinary General Meeting of the above named Company duly convened and held on the 23rd day of February 1990 the following Resolutions were duly passed as Special Resolutions:-

- (1) the authorised and issued share capital of the Company being 100 Ordinary Shares of £1 each be and is hereby redesignated such that the 50 Ordinary Shares of £1 each to be registered in the name of Industrial Ownership Plc shall be redesignated upon registration as 50 A Ordinary Shares of £1 each and the 50 Ordinary Shares of £1 each to be registered in the name of CIN Developments Limited shall be redesignated upon registration as 50 B Ordinary Shares of £1 each both classes of shares having attached thereto the rights and being subject to the restrictions set out in the Articles of Association of the Company as proposed to be adopted by paragraph 3 below;
- (2) the authorised share capital of the Company be increased to £2,000,000 divided into 1,000,000 A Shares of £1 each and 1,000,000 B Shares of £1 each; and
- (3) the regulations set forth in the printed document produced to the members and for the purpose of identification initialled on behalf of the members, be approved and adopted as the Articles of Association of the Company, in substitution for, and to the exclusion of, all the existing Articles of the Company.

The Common Seal of
CIN Developments Limited)
was affixed hereto)
in the presence of:-)


.....
Director

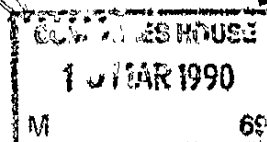
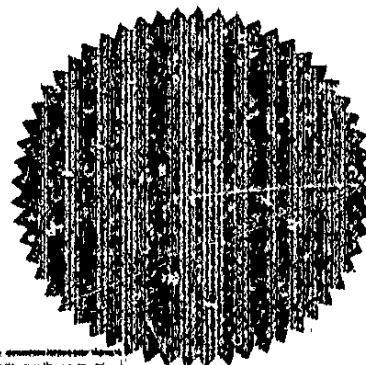

.....
Secretary



The Common Seal of
Industrial Ownership Plc)
was affixed hereto)
in the presence of:-)


.....
Director


.....
Secretary



The Companies Act 1985

REGULATIONS FOR MANAGEMENT OF A COMPANY LIMITED
BY SHARESARTICLES OF ASSOCIATION
OF
GINIO LIMITED(Adopted by Special Resolution passed on 23rd day of February 1990)

EXCLUSION OF TABLE A

1. The regulations contained in Table A in SI No. 805 of 1985 entitled The Companies (Tables A-F) Regulations 1985 (as amended) shall not apply to the Company.

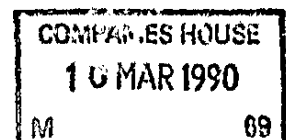
INTERPRETATION

2. In these articles unless there be something in the subject or context inconsistent therewith:-

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"these articles" means these articles of association or other regulations of the Company for the time being in force.

"associated company" means the holding company or a subsidiary of a corporate member, or a subsidiary of the holding company of a corporate member, and "subsidiary" and "holding company" shall have the meanings set out in section 736 of the Act.



"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"the directors" means the A and B Directors for the time being of the Company as a body, or a quorum of the directors present at a meeting of the directors, and "director" shall include an alternate director validly appointed and acting pursuant to article 72.

"A Director" and "B Director" shall mean the directors appointed pursuant to article 69.

"dividend" includes any distribution out of revenue or capital.

"executed" includes any mode of execution.

"the holder" in relation to shares means the member whose name is entered in the register of members as the holder of the shares.

"office" means the registered office for the time being of the Company.

"officer" means and includes a director, special director, manager, agent (appointed pursuant to article 79) or the secretary.

"representative" means a person authorised to represent a corporate member in accordance with section 375 of the Act.

"the seal" means the common seal of the Company.

"the secretary" means the secretary of the Company or any other person appointed by the directors to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"A Shares" means the A shares of £1 each having the rights and privileges set out herein.

"B Shares" means the B shares of £1 each having the rights and privileges set out herein.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the company.

Words importing persons include corporations.

Words importing a gender include any gender.

Words importing the singular number include the plural number and vice versa.

Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a permanent visible form. The article headings are inserted for convenience only and shall not affect the construction of these articles.

Unless otherwise specifically provided, where any notice, resolution or document is required by these articles to be signed by any person, the reproduction of the signature of such person by means of telex print-out or telecopy shall suffice, provided that the same shall be confirmed to the Company or the recipient of the notice, resolution or document (as the case may be) in writing signed in manuscript by such person within 14 days of receipt thereof.

APPLICATION OF COMPANY FUNDS

3. No part of the Company's funds shall be employed in loans upon the security of any shares in the Company. The Company shall not give any financial assistance for the purpose of or in connection with the purchase of or subscription for any shares in the Company or its holding company (if any). The Company shall not, except as authorised by the Act, make, or guarantee, or provide any security in connection with, a loan to any director of the Company or of its holding company (if any).

SHARE CAPITAL

Authorised share capital

4. The authorised share capital of the Company is £2,000,000 divided into 1,000,000 A Shares of £1 each and 1,000,000 B Shares of £1 each. For the purposes of these articles the A Shares and the B Shares are deemed to be separate classes. Save as hereinafter provided all shares in the Company shall ~~be~~ *pari passu* in all respects, and in particular in respect of rights to receive dividends and distribution of assets on winding-up.

Special rights

5. Subject to the provisions of the Act and without prejudice to any rights attached to any existing shares, any share may be issued with such special rights or restrictions as the Company may by special resolution determine; provided that any special rights previously attached to any shares or class of shares then existing are not thereby affected without the consent of the class thereby affected.

Modification of rights

6. Whenever shares of one class are issued or transferred to any member who holds shares only of another class, the shares issued or transferred shall thereupon for the purposes of these articles be deemed to be or become shares of the same class as those already held by such member.

Shares at the disposal of the directors

7. The unissued shares shall be at the disposal of the directors of the Company and they may, subject to article 30 offer, allot, grant options or otherwise dispose of them to such persons, at such times, and on such terms as they think proper, but so that no shares shall be issued at a discount. Provided that the authority to grant a right to subscribe for the unissued shares shall expire in five years from the date of incorporation of the Company unless previously revoked or renewed or varied in accordance with section 80 of the Act.

Only fully paid shares to be issued

8. Shares may only be issued by the Company on the terms that they are to be fully paid-up or credited as fully paid-up forthwith upon issue.

No trust recognised

9. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust and (except as otherwise provided by these articles or by law) the Company shall not be bound by or recognise any interest in any share except an absolute right to the entirety thereof in the holder.

SHARE CERTIFICATES

Entitlement to certificates

10. Every member, upon becoming the holder of any shares, shall be entitled without payment to receive within one month after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide) one certificate for all the shares of each class held by him (and, upon transferring a part of his holding of shares of any class, to a certificate for the balance of such holding) or several certificates each for one or more of his shares upon payment for every certificate after the first of such reasonable sum as the directors may determine.

Form of certificates

11. Every certificate for shares or debentures or representing any other form of security (other than letters of allotment or scrip certificates) shall be under the seal or official seal and shall be signed and countersigned in accordance with the provisions of article 100. Every certificate for shares shall specify the number, distinguishing number (if any) and class of shares to which it relates.

Balance certificates

12. A member who has transferred part of his shares comprised in a share certificate in accordance with these articles, shall be entitled to receive, without payment and within one month after the lodgment of the transfer of the shares transferred, a certificate comprising the shares not transferred.

Renewal of certificates

13. If a share certificate is defaced, worn-out, lost or destroyed, it may be renewed on such terms (if any) as to evidence and indemnity and payment of the expenses reasonably incurred by the Company in investigating evidence as the directors may determine but otherwise free of charge, and (in the case of defacement or wearing-out) on delivery up of the old certificate.

TRANSFER OF SHARES

Instrument of transfer

14. Subject to such of the restrictions of these articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in the usual common form or in any other form which the directors may approve and such instrument shall be executed by or on behalf of the transferor.

Stock Transfer Act - Transferor deemed to remain holder until registration of transfer

15. The provisions of the Stock Transfer Act 1963 or any modification, amendment or re-enactment thereof for the time being in force shall apply to the execution of any instrument of transfer of a share and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Registration of transfers

16. The directors may refuse to register a transfer unless:-
- (a) it is lodged at the office or at such other place as the directors may appoint and is accompanied by the certificate for the shares to which it relates and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer;

(b) it is in respect of only one class of shares;

(c) it is in favour of not more than four transferees.

Refusal to register

17. If the directors refuse to register a transfer of a share, they shall within one month after the date on which the transfer was lodged with the Company send to the transferee notice of the refusal.

Retention of instrument of transfer

18. The Company shall be entitled to retain any instrument of transfer which is registered, but any instrument of transfer which the directors refuse to register shall be returned to the person lodging it when notice of the refusal is given.

Transfer of shares to associated companies

19. All but not a part only of the shareholding of any corporate member may be transferred at any time and at any price by a corporate member (hereinafter called "the transferring member") to any associated company. If at any time after the completion of such a transfer the transferring member and such associated company shall cease to be associated companies then the associated company shall, subject as hereinafter mentioned, immediately prior to such change in status inform the other members accordingly, and shall cause the shares of the Company registered in the name of the associated company to be re-transferred to the transferring member.

TRANSMISSION OF SHARES

Rights on death of member

20. If a member dies the survivor or survivors where he was a joint holder, and his legal personal representatives where he was a sole holder or the only survivor of joint holders, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased member from any liability in respect of any share which had been solely or jointly held by him.

Cross Options

21. All the holders of the A Shares or all the holders of the B Shares may at any time appoint one of their number to act on their behalf ("the Offeror") to serve a notice or notices ("Offer Notice(s)") on all the holders of the B Shares or A Shares (as the case may be) either stating that the Offeror requires the recipients to sell to the Offeror (or as it may direct) all (but not part only) of the B Shares or the A Shares (as the case may be) or stating that the Offeror requires the recipients to purchase from the Offeror (or as it may direct) all (but not part only) of the A Shares or the B Shares (as the case may be), and also stating in either case the price per share. All the holders of the Shares on whom such notice is served may appoint one of their number to act for and on behalf of such recipients ("the Offeree") and such Offeree may within 45 days of the date of service of the Offer Notice(s) serve a notice in writing on the Offeror ("Counter-Notice") stating that either:-

- (i) on behalf of all such recipients the Offeree accepts the offer(s) contained in the Offeror's Offer Notice(s); or
 - (ii) on behalf of all such recipients the Offeree requires the Offeror to sell or procure the sale to the Offeree of all (but not part only) of the A Shares or all (but not part only) of the B Shares (as the case may be); or
 - (iii) on behalf of all such recipients the Offeree requires the Offeror to purchase or procure the purchaser from all such recipients of all (but not part only) of the A Shares or all (but not part only) of the B Shares (as the case may be),
- in any case at the price per Share stated in the Offer Notice.

Binding Commitment for Sale and Purchase

22. Each holder of A Shares and each holder of B Shares shall be bound by the terms of the Counter-Notice immediately upon receipt of such notice by the Offeree or, if no Counter-Notice is served within the 45 day period referred to in article 21, by the terms of the Offer Notice immediately on the expiry of such 45 day period.

Transfer of Shares

- 23 Each transferor shall, within 15 days of becoming bound by the Counter-Notice or Offer Notice, deliver or cause to be delivered to whichever of the Offeror or the Offeree acts on behalf of the transferee(s) (or as it may direct) duly executed transfer forms of all its A Shares or all its B Shares (as the case may be) in favour of such Offeror or Offeree (or as it may direct) together with the relative

Share Certificates and at such time such Offeror or Offeree shall make or procure payment in full by bankers draft to each relevant transferor(s) in sterling in London of the price for such Shares. The Share so transferred will be deemed to be sold as beneficial owner with effect from the date of such transfer(s) free from any liens, charges or encumbrances with all rights attaching thereto.

Additional Matters on Transfer

24. Forthwith on completion of the sale and purchase of shares pursuant to Articles 21 to 23, the transferor(s) and/or the transferee(s) will procure:-

- (i) the repayment of any loans to the Company or any of its subsidiaries from any transferor; and
- (ii) the release of any guarantees given by any transferor to any third party in respect of any obligations or liabilities of the Company or any subsidiary of the Company.

Procedure in default of transfer of shares

25. If in any case a transferor, after having become bound as aforesaid, makes default in transferring the shares, the Company acting by the directors appointed by the transferee(s) shall be deemed to have been appointed attorney of that transferor with full power to receive the purchase money on his behalf and to authorise some person to execute, complete and deliver, in the name and on behalf of that transferor, a transfer of the shares to the transferee(s), may receive the purchase money, and shall thereupon cause the name of the transferee(s) to be entered in the register of members as the holder of the shares, and

shall hold the purchase money in trust for the said transferor. The receipt of the Company for the purchase money shall be a good discharge to the transferee(s), and after his name has been entered in the register of members, in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person. The said transferor shall in such case be bound to deliver up his certificate for the said shares, and on such delivery shall be entitled to receive the said purchase price, without interest, less any sums owed to the Company by the transferor pursuant to these articles or otherwise, and if such certificate shall comprise any shares which he has not become bound to transfer as aforesaid the Company shall issue to him a balance certificate for such shares.

26. The Directors shall register any transfer of shares permitted by articles 19 and 21, but subject thereto shall refuse to register any transfer without the written consent of all members

Removal of directors

27. Following a transfer of shares, the transferor shall procure that all directors appointed by it to the Board of the Company shall resign.

ALTERATION OF SHARE CAPITAL

Alteration by special resolution

28. The Company may by special resolution:-

- (a) increase its share capital by new shares of such amount and of such classes and having such rights as the resolution prescribes;

- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (c) subject to the provisions of the Act, sub-divide its shares, or any of them, into shares of smaller amount provided that no such shares shall, by the resolution effecting such sub-division, be given any preferential rights, privileges or advantages, as regards dividends, voting at meetings of the Company or otherwise over the others or any other of such shares; and
- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

Consequences of consolidation

29. Whenever as a result of a consolidation of shares, any members would become entitled to fractions of a share, the directors may, on behalf of those members, sell the shares representing the fractions for the best price reasonably obtainable to any person (including, subject to the provisions of the Act, the Company) and distribute the net proceeds of sale in due proportion among those members, and the directors may authorise some person to execute an instrument of transfer of the shares to, or in accordance with the directions of, the purchaser. The transferee shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity in or invalidity of the proceedings in reference to the sale.

New shares to be offered first to members

30. Unless otherwise determined by the Company by special resolution issued shares in the Company shall first be offered per allotment as follows:-

- (i) every offer of allotment shall be of an equal number of A Shares and B Shares;
- (ii) on the occasion of each offer of allotment the A Shares and the B Shares shall be offered at the same price (not being at a discount) and on the same terms as to date for payment;
- (iii) no shares of either class shall be offered otherwise than to members holding shares of the same class without the prior written consent of all the members;
- (iv) as between holders of shares of the same class the shares of that class being offered shall be offered in proportion to such holders' then existing holdings of shares of that class or in such other proportions between them as all the members holding shares of the same class shall agree in writing.

Conditions affecting new capital

31. Except as far as otherwise provided by or pursuant to these articles or by the conditions of issue, any new share capital shall be considered as part of, and shall be subject to the same provisions with reference to transfer, transmission and otherwise, as the existing share capital.

Reduction of capital

32. Subject to the provisions of the Act, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way.

PURCHASE OF OWN SHARES

33. Subject to the provisions of the Act, the Company may purchase its own shares (including any redeemable shares) and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares.

GENERAL MEETINGS

Extraordinary general meetings

34. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Convening of meetings

35. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any member of the Company may call a general meeting.

Time and place

36. The time and place of any general meeting shall be determined by the directors, (or the requisitioners) of the meeting as the case may be, or in default of such determination, at the office at noon.

NOTICE OF GENERAL MEETINGS

Period of notice

37. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:-

- (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent. in nominal value of the shares giving that right.

Content of notice

38. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

Notice of resolutions

39. The notice convening any general meeting to consider a special or extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

Notice of entitlement to proxy

40. In every notice calling a general meeting there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him, and that a proxy need not also be a member.

Persons entitled to notice

41. Subject to the provisions of these articles and any restrictions imposed on any shares notice of every general meeting and of every adjournment thereof shall be given in any manner authorised by these articles to:-

(i) every member entitled to attend;

(ii) the auditors of the Company; and

(iii) every director.

No other person shall be entitled to receive notice of general meetings.

Failure to give notice

42. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

Quorum

43. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business and at the time a decision is to be taken on that business. A quorum shall be members present by representative or in person or by proxy, together holding a majority of the issued A Shares, and a majority of the issued B Shares.

Lack of Quorum

44. If within half an hour from the time appointed for the meeting a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week, (or if that day be a public holiday, to the next working day thereafter) at the same time and place, or to such other later day (within 30 days of the first meeting) and at such other time and place as the chairman of the meeting may determine and if at any such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, but one holder of the issued A Shares and one holder of the issued B Shares is present, the members present shall constitute a quorum.

Chairman

45. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling or unable to act, the deputy chairman, if any, if then present and willing to act, shall preside, and in default the directors present shall elect one of their number to be chairman of the meeting. If there is only one director present and willing to act he shall be chairman.

No director willing to act or present

46. If no director is willing to act as chairman, or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.

Directors right to attend meetings

47. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the Company.

Adjournment of meetings

48. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be

transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Notice of the adjourned meeting shall be given as in the case of an original meeting.

Demand for a poll

49. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded by a member present and entitled to vote and a demand by a person as proxy for a member shall be the same as a demand by the member.

Proof of resolution

50. Unless a poll is duly demanded then save in case of manifest error, a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

Withdrawal of demand for poll

51. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

Conduct of poll

52. A poll demanded on any question shall be taken forthwith. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

No casting vote

53. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the general meeting at which the show of hands takes place, or at which the poll is demanded, shall not be entitled to a second or casting vote and any resolution which gives rise to such an equality of votes shall be declared not to have been passed.

Resolutions in writing

54. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

Voting rights

55. Subject to any special rights or restrictions attached to any class of shares, on a show of hands the holders of the A Shares represented at the meeting shall collectively be entitled to one vote and the holders of the B Shares represented at the meeting shall collectively be

entitled to one vote. On a poll, the holders of the classes of shares represented at the meeting shall, respectively, also be entitled to one vote and no more. If there shall be any difference between the holders of any class of shares as to the manner in which such single vote shall be cast the same shall be resolved by the immediate holding of a class meeting of the class of shares in question at which every holder of a share of that class shall have on a show of hands one vote and on a poll one vote for each share of which he is the holder and the one vote to be cast at the general meeting by that class of shares shall be cast as determined by the majority at the class meeting.

Class share votes to be cast by senior holder

56. The votes attached to the different classes of shares shall be cast at general meetings of the Company by the person being or representing the holder or the senior holder (seniority being determined for the purposes of these articles by the order in which the names of the holders stand in the register of members) of the largest holding of A Shares or B Shares as the case may be represented at the meeting.

Votes of joint holders to be cast by senior holder

57. In the case of joint holders the vote of the senior holder who tenders a vote at a class meeting, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

Persons entitled to attend and vote

58. In these articles any reference to a person being entitled to attend and vote at a general meeting shall be deemed to include any holder of

A Shares or B Shares as the case may be or his representative notwithstanding the fact that in any particular meeting he may not be the senior holder of that class of shares.

Mental disorder

59. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

Objections to voting qualification

60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

Deposit of representatives' authorities

61. Where a person is authorised to act as a representative the instrument (or a certified copy of the resolution) appointing a representative shall be delivered to the secretary at or before the first meeting which the representative is entitled to attend as such.

Authority of representative

62. The instrument (or a certified copy of the resolution) appointing a representative shall be deemed to confer authority to demand or join in demanding a poll and generally to act at the meeting for the member represented, including the right to speak at any meeting.

Voting on a poll

63. On a poll votes may be given either personally, by a representative or by proxy. A member may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company.

Instrument appointing a proxy

64. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):-

" Limited
I/We, , of
being a member/members of the
above-named company, hereby appoint of
, or failing him, of
, as my/our proxy
to vote in my/our names and on my/our behalf at the
annual/extraordinary general meeting of the company to be held on
19 , and at any adjournment thereof.

Signed on 19 ."

Deposit of instrument

65. The instrument appointing a proxy shall be deposited at the office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and an instrument of proxy which is not deposited or delivered in a manner so specified shall be invalid unless all the other members otherwise agree.

Revocation of authority

66. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded.

Authority of proxy

67. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and generally to act and speak at the meeting for the member giving the proxy.

DIRECTORS

Number of directors

68. Unless otherwise determined by special resolution, the number of directors (other than alternate directors) shall not be more than the maxima, specified in article 69 but shall be not less than two.

Appointment and removal of A and B Directors

69. The holders of the A Shares and the holders of the B Shares respectively may at any time and from time to time by written notice, signed by or on behalf of the holders of nine-tenths of such shares in each class then in issue, appoint any person or persons to be a director or directors of the Company and may by like notice remove a person so appointed. Each director so appointed by the holders of the A Shares shall be known as an "A Director" and each director so appointed by the holders of the B Shares shall be known as a "B Director". There shall not at any time be more than two A Directors and two B Directors.

REMUNERATION OF DIRECTORS

Remuneration determined by Company

70. The remuneration of the directors shall from time to time be determined by the Company in general meeting. Such remuneration shall be divided among the directors as they may by resolution determine, or failing such determination, equally, except that in such event any director holding office for less than a year shall rank in such division only in

proportion to the period during which he has held office during such year. The remuneration of the directors shall accrue from day to day. The directors (including alternate directors) shall be entitled to be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connection with the business of the Company.

Remuneration for extra services

71. If any of the directors shall be called upon to perform extra services, or to make any special exertions for any of the purposes of the Company other than such as he is bound by contract to perform, the directors may on behalf of the Company remunerate the director or directors so doing, either by a fixed sum or by a percentage of profits or otherwise, as may be determined, and such remuneration may be either in addition to or in substitution for his or their share in the remuneration above provided.

ALTERNATE DIRECTORS

Appointment

72. Any A Director or any B Director may appoint any person whether or not a director as the alternate for such director (his "principal") in accordance with Article 77 and may at any time revoke any such appointment.

Powers

73. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his principal is a member, to attend and vote as a director at any meeting at which his principal is not personally present, and generally, in the absence of his principal, to exercise all the functions of his principal as a director in his absence. A director present at a meeting of directors and appointed alternate for another director shall have an additional vote for each of his principals absent from such meeting.

Position

74. An alternate director shall be deemed an officer of the Company and not the agent of his principal but shall be deemed to be an alternate director of the same class as his principal. He shall continue as an alternate director until his appointment is revoked, notwithstanding the vacation by his principal of the office of director.

Remuneration

75. An alternate director shall and his principal shall not be entitled to receive from the Company the whole or such part of the principal's remuneration as the principal may direct.

Cesser of appointment

76. An alternate director shall cease to be an alternate director if for any reason his appointment is revoked or he tenders his resignation, or if the provisions of article 81(a), (b), or (c) apply to him.

Appointments etc. to be in writing

77. All appointments, and revocations of appointments, of alternate directors shall be in writing under the hand of the principal and shall become effective when deposited at the office.

POWERS OF DIRECTORS

78. Subject to the provisions of the Act, the memorandum and these articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by these articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

DELEGATION OF DIRECTORS' POWERS

Power to appoint agents

79. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers, provided that the directors or a majority of either of the A Directors or of the B Directors may by notice in writing, signed by them, revoke or withdraw all or any such powers with effect from the date which is one month after the delivery

of such notice to such attorney but no person dealing in good faith and without notice of any such revocation or withdrawal shall be affected thereby.

Power to establish committees of directors, etc.

80. The directors may from time to time and at any time establish any committee of directors, local board or agency for managing any of the affairs of the Company, either in the United Kingdom or elsewhere, and may appoint any person to be a member of such committee of directors, local board, or any manager, inspector or agent, and may fix his remuneration, and may delegate to any committee of directors, local board, manager, inspector or agent any of the powers, authorities and discretions vested in the directors, with power to sub-delegate, and may authorise the members thereof or any of them, to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the directors may think fit, and (either collaterally with or to the exclusion of their own powers and subject to such conditions and terms any committee shall be governed by these articles regulating the proceedings of directors so far as they are capable of applying and a majority of the A Directors or a majority of the B Directors may, by resolution in writing left at the office, remove any person so appointed and may annul or vary such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Every director while present in the country or territory in which any such local board or any committee thereof shall have been established shall be ex officio a member thereof and entitled to attend and vote at all meetings thereof held while he is present in such country or territory.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

81. The office of a director shall be vacated if:-

- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
- (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (c) he is, or may be, suffering from mental disorder and either:-
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Company; or
- (e) if, pursuant to article 65 a notice is served on the Company in respect of a director appointed pursuant to that article; or
- (f) if, being a member who is an individual, he ceases to be a member of the Company.

DIRECTORS' APPOINTMENTS AND INTERESTS

Appointment of managing director and other executives

82. Subject to the provisions of the Act, the directors may appoint one or more of their number to the office of managing director or to any other executive office or place of profit under the Company (except that of auditor) and may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit. Any appointment of a director to an executive office shall terminate if he ceases to be a director but without prejudice to any claim to damages for breach of the contract of service between the director and the Company.

Powers of managing director and other executives

83. The directors may entrust to and confer upon a managing director, or to any director or special director holding any such other executive office or place of profit, any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter or vary all or any of such powers and a majority of the A Directors or a majority of the B Directors may by notice in writing, signed by them, revoke or withdraw all or any of such powers with effect from the date which is one month from the delivery of such notice to the office.

Interest in transactions and arrangements

84. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:-

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

Disclosure of interest

85. For the purposes of article 84:-

- (a) a general declaration in writing given to the directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is

interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified; and

- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Pensions schemes etc.

86. The directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation fund or insurance policy for the benefit of, and may give or procure (thereby or through any other fund or scheme) the giving of pensions, allowances, gratuities or bonuses to, any persons who are or were at any time in the employment or service of the Company, or of any Company which is an associate of the Company or is allied to or associated in business with the Company or with any such associated company, or of any business acquired by the Company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and the spouse and a former spouse, or any person who is or was dependent on him. Any director shall be entitled to participate in and retain for his own benefit any such pension, allowance, gratuity or bonus, and may vote in favour of the exercise of any of the powers aforesaid, notwithstanding that he is or may become interested therein.

PROCEEDINGS OF DIRECTORS

Conduct of meetings

87. Subject to the provisions of these articles, the directors may regulate their proceedings as they think fit. Provided that, unless the directors otherwise agree, all meetings shall be held at the office. A director may, and the secretary at the request of a director shall, call a meeting of the directors by notice served upon the several directors. Questions arising at a meeting shall be decided by a majority of vote. Provided that no resolution shall be carried unless a majority of the A Directors and a majority of the B Directors present vote in favour of it.

Adjournment

88. If at any time at or before any meeting of directors a majority of the A Directors present or of the B Directors present shall request that such meeting should be adjourned or reconvened to another time or date not being more than 14 days after the meeting (whether to enable further consideration to be given to any matter or for other directors to be present or for any other reason which need not be stated) then such meeting shall be adjourned or reconvened accordingly, and no business shall be conducted or proceeded with at that time after such request has been made.

Telephone meetings

89. Any one or more members of the board of directors or any committee thereof may participate in a meeting of the board of directors or such

committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Quorum

90. The quorum necessary for a meeting of directors or a committee of directors shall be one A Director, and one B Director present throughout the meeting.

Chairman

91. Except as provided below the chairman and deputy chairman of the directors shall be chosen by and from the A Directors and the B Directors alternately for a period of one year and the fact that the person so appointed ceases to be a director during his term of office shall not affect the right of the A or B Directors (as the case may be) to appoint someone to the office of chairman or deputy chairman for the remainder of the one year period. For the purpose of this article, a year shall run from 1st January and the right of appointing the first chairman shall rest in the A Directors and the right of appointing the first deputy chairman shall rest in the B Directors. The chairman shall not be entitled to a second or casting vote.

ACTS OF DIRECTORS

Validation of acts of directors

92. All acts done by a meeting of directors, or of a committee of directors, or by a person acting as a director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.

Written resolutions

93. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors; but a resolution signed by an alternate director need not also be signed by his principal and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

Voting

94. Subject to articles 84 and 85 a director may vote as a director in regard to any contract, transaction or arrangement in which he is interested, or upon any matter arising therefrom, and if he shall so

vote his vote shall be counted and he shall be reckoned in calculating a quorum when any such contract, transaction or arrangement is under consideration. If the director concerned is aware of such interest, subject to article 85 he shall so declare its nature before any vote is taken in relation thereto.

Restriction on voting

95. Where a director is interested in any transaction or arrangement with the Company relating to his appointment to hold any office or place of profit under the Company, notwithstanding his interest he may be counted in the quorum present at any meeting at which he is appointed to hold any such office or place of profit under the Company or at which the terms of any such appointment are arranged, but he may not vote on his own appointment or the arrangement of the terms thereof.

Relaxation of voting restrictions

96. The Company may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these articles prohibiting a director from voting at a meeting of directors or of a committee of directors.

SECRETARY

Appointment

97. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Assistant secretary

98. The directors may from time to time appoint one or more persons to act as assistant or deputy secretary who may act as secretary and do any act authorised or required by these articles or by law to be done by the secretary.

MINUTES

99. The directors shall cause minutes to be made in books kept for the purpose:-

- (a) of all appointments of officers made by the directors; and
- (b) of all proceedings at meetings of the Company, of the holders of any class of shares in the Company, and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

Any such minute of a meeting if purporting to be signed by the chairman of the meeting or by the chairman of the next succeeding meeting shall be conclusive evidence without further proof of the facts therein stated.

THE SEAL

Custody and use

100. The directors shall provide for the safe custody of the seal. The seal shall not be affixed to any instrument, except by the general or special authority of a resolution of the directors, or of a committee

of the directors authorised in that behalf. The directors may from time to time make such regulations as they think fit (subject to the provisions of these articles) determining the persons and the number of such persons who shall sign every instrument to which the seal is affixed. Until otherwise so determined, every such instrument shall be signed by a director and countersigned by the secretary or another director, and, in favour of any purchaser or person bona fide dealing with the Company, the signatures of such persons shall be conclusive evidence of the fact that the seal has been properly affixed.

Sealing securities

101. Every certificate of shares, debentures, debenture stock or representing any other form of security of the Company (other than letters of allotment, receipts for securities or certificates of deposit) shall be issued under the seal or under any official seal kept by the Company pursuant to section 40 of the Act. Each certificate to which such official seal shall be affixed need not bear any signature.

Signatories

102. Each certificate to which the seal shall be affixed shall bear the autographic signatures of at least one director and the secretary or other person acting in the place of the secretary, provided that the directors may by resolution determine (either generally or in any particular case or cases) that such signatures shall be dispensed with, or shall be affixed by means of some method or system of mechanical signature.

Official seal for foreign territories

103. The Company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use in any territory outside the United Kingdom, and such powers shall be vested in the directors. Whenever in these articles reference is made to the seal the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.

DIVIDENDSDeclaration of dividends

104. Subject to the provisions of the Act, the Company may by ordinary resolution declare dividends in accordance with the respective rights of the members.

Interim dividends

105. Subject to the provisions of the Act, the directors may pay interim dividends if it appears to them that they are justified by the profits of the Company available for distribution. If the share capital is divided into different classes, the directors may pay interim dividends on shares which confer deferred or non-preferred rights with regard to dividends as well as on shares which confer preferential rights with regard to dividend, but no interim dividend shall be paid on shares carrying deferred or non-preferred rights if, at the time of payment, any preferential dividend is in arrear. The directors may also pay at intervals settled by them any dividend payable at a fixed rate if it appears to them that the profits available for distribution justify the

payment. Provided the directors act in good faith they shall not incur any liability to the holders of shares conferring preferred rights for any loss they may suffer by the lawful payment of an interim dividend on any shares having deferred or non-preferred rights.

Assets satisfying dividends

106. A general meeting declaring a dividend may direct that it shall be satisfied wholly or partly by the distribution of assets and, where any difficulty arises in regard to the distribution, the directors may settle the same and in particular may issue fractional certificates and fix the value for distribution of any assets and may determine that cash shall be paid to any member upon the footing of the value so fixed in order to adjust the rights of members and may vest any assets in trustees.

Payment of dividends

107. Any dividend or other monies payable in respect of a share may be paid by cheque sent by post to the registered address of the person entitled or, if two or more persons are the holders of the share or are jointly entitled to it by reason of the death or bankruptcy of the holder, to the registered address of that one of those persons who is first named in the register of members or to such person and to such address as the person or persons entitled may in writing direct. Every cheque shall be made payable to the order of the person or persons entitled or to such other person as the person or persons entitled may in writing direct and payment of the cheque shall be a good discharge to the Company. Every such cheque shall be sent at the risk of the person or persons entitled to the money represented thereby.

Interest on dividends

108. No dividend or other monies payable in respect of a share shall bear interest against the Company unless otherwise provided by the rights attached to the share.

Unclaimed dividends

109. Any dividend which has remained unclaimed for twelve years from the date when it became due for payment shall, if the directors so resolve, be forfeit and cease to remain owing by the Company.

ACCOUNTS

110. The directors shall cause accounting records to be kept in accordance with the Act. The accounting records shall be kept at the office, or subject to section 222 of the Act, at such other place or places as the directors think fit, and shall always be open to the inspection of the officers of the Company or of those persons duly authorised by a member for this purpose.

CAPITALISATION OF PROFITS

111. The directors shall when so authorised by a special resolution of the Company:-

- (a) subject as hereinafter provided, capitalise any undivided profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of the Company's share premium account or capital redemption reserve;

- (b) appropriate the sum resolved to be capitalised to the members who would have been entitled to it if it were distributed by way of dividend and in the same proportions and apply such sum on their behalf in paying up in full unissued shares or debentures of the Company of a nominal amount equal to that sum, and allot the shares or debentures credited as fully paid to those members, or as they may direct, in those proportions;
- (c) make such provision by the issue of fractional certificates or by payment in cash or otherwise as they determine in the case of shares or debentures becoming distributable under this article in fractions; and
- (d) authorise any person to enter on behalf of all the members concerned into an agreement with the Company providing for the allotment to them respectively, credited as fully paid, of any shares or debentures to which they are entitled upon such capitalisation, any agreement made under such authority being binding on all such members.

AUDITORS

Appointment

112. Auditors shall be appointed and their powers, rights and duties regulated in accordance with the Act.

Validity of acts of auditors in spite of some formal defect

113. Subject to the provisions of the Act, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment.

Auditors' right to receive notice of and speak at general meetings

114. An auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any member is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor.

NOTICES

Notice to be in writing

115. Any notice to be given to or by any person pursuant to these articles shall be in writing.

Notice to be given personally or by post

116. A notice may be given to the Company, any member, director or alternate director or special director either personally or by sending it by first class post (in the case of an address outside the United Kingdom by airmail) or by telex, facsimile transmission, cable or telegram to him at his registered address or other address notified to the Company for that purpose or, in the case of the Company, the office.

Notice to joint holders

117. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders.

Notice deemed received

118. A member present, either in person or by proxy, at any meeting of the Company or at a meeting of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

Effect of notice on unregistered shareholder

119. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before his name is entered in the register of members, has been duly given to a person from whom he derives his title.

Service of documents

120. Any document, other than a notice, may be served in like manner as a notice may be given under these articles.

Time of service

121. Any notice or document, if sent by post, shall be deemed to have been given or served one business day after posting in the care of mail to a

destination within the United Kingdom, and ten business days after posting in the case of airmail. Any notice or document delivered by hand shall be deemed to have been given or served on the first business day following such delivery. Any notice given by telex shall be deemed to have been given or served on the first business day after the date when the recipient's telex machine acknowledges receipt, and any notice given by facsimile transmission cable or telegram shall be deemed to have been given or served on the first business day after despatch. In this article "business day" shall mean any day other than Saturday, Sunday or any other day which is a public holiday in the place to which such notice is despatched.

Proof of notice given

122. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

WINDING UP

123. If the Company shall be wound up, the liquidator may with the sanction of an extraordinary resolution passed before, on, or after the commencement of the winding up, vest in the trustees upon trust for the members, or divide among the members in specie any part of the assets of the Company, and may for such purpose set such value as he deems fair upon any property to be divided as aforesaid and any such vesting or division may be otherwise than in accordance with the existing rights of the members, but so that, if any division is resolved on otherwise than in accordance with such rights, the members shall have the same right of dissent and consequential rights as if such

resolution were a special resolution passed pursuant to section 582 of the Act. A special resolution sanctioning a transfer or sale to another company duly passed pursuant to the said section may in like manner authorise the distribution of any shares or other consideration receivable by the liquidator amongst the members otherwise than in accordance with their existing rights; and any such determination shall be binding upon all the members, subject to the right of dissent and consequential rights conferred by the said section.

INDEMNITY

124. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.



COMPANIES FORM No. 224

Notice of accounting reference date
(to be delivered within 6 months of
incorporation)

224

Please do not
write in
this margin

Pursuant to section 224 of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf)

For official use

Company number

1 1 1 1 1 1 1 1

2434013

Name of company

* CINIO LIMITED

* Insert full name
of company

gives notice that the 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 along-
side should be
completed as in the
following examples:

Day Month

3 0 0 9

5 April
Day Month

0 5 0 4

30 June
Day Month

3 0 0 6

31 December
Day Month

3 1 1 2

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

Signed

[Signature]

Designation:

Secretary

Date

23.2.90

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

For official Use
General Section

Post room

COMPANIES HOUSE
10 MAR 1990

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

--	--	--	--

243 4013

Name of company

CINIO LIMITED

*Insert full name
of company

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 12th June 1991 the nominal capital of the company has been increased by £ 2,500,000 beyond the registered capital of £ 2,000,000.

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

Please tick here if
continued overleaf

--

Insert Director
Secretary
Agent or other
person authorised
to sign in place of
the company

Signed



Designation Secretary Date 06.6.91

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

For official use				
General section	Post room			
<table border="1"><tr><td>COMPANIES HOUSE</td></tr><tr><td>13 JUL 1991</td></tr><tr><td>13 83</td></tr></table>		COMPANIES HOUSE	13 JUL 1991	13 83
COMPANIES HOUSE				
13 JUL 1991				
13 83				

Oyez

The Companies Act 1985 (Company No. 123) Oyez House 27 Great Street London EC1A 3BS

Companies G123

1991 6/13/91
690 199284
6097187

Company No: 2434013

THE COMPANIES ACTS 1985
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

CINIO LIMITED

Passed the 12th day of JUNE 1991

At an Extraordinary General Meeting of the above-named Company duly convened and held on the 12th day of JUNE 1991 the following Resolution was duly proposed and passed as a Special Resolution.

SPECIAL RESOLUTION

That the authorised share capital of the Company be increased from £2,000,000 to £4,500,000 by the creation of 1,250,000 A shares of £1 each and 1,250,000 B shares of £1 each.


Chairman

