

FILE COPY



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

Company No. 4023541

The Registrar of Companies for England and Wales hereby certifies that
CIVITAS LIMITED

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

Given at Companies House, Cardiff, the 29th June 2000



N040235416



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



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

HC007B



Companies House
— for the record —

12

Declaration on application for registration

**Please complete in typescript,
or in bold black capitals.**

CHFP000

LI023541

Company Name in full

CIVITAS LIMITED

We Margaretta Nominees Limited

of 420 Finchley Road, London NW2 2HY

† Please delete as appropriate.

AD we are 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 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 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 Statutory Declarations Act 1835.

Declarant's signature

David N. Max

Declared at 23, Golders Green Road, London NW11 8EF

Day Month Year

On 23 06 2000

● Please print name.

before me ● David N. Max, LL.B.

Signed

David N. Max

Date

23.6.2000

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Margaretta UK Ltd

665 Finchley Road

London NW2 2HN Tel 020 7431 4529

DX number

DX exchange

Ti



A03
COMPANIES HOUSE

0269
24/06/00

Form revised June 1998

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHFP000

Notes on completion appear on final page

**First directors and secretary and intended situation of
registered office**

Company Name in full

CIVITAS LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

665 Finchley Road

Post town

London

County / Region

Postcode

NW2 2HN

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.

X

Agent's Name

Margaretta UK Ltd

Address

Churchill House

137 Brent Street

Post town

London

County / Region

Postcode

NW4 4DJ

Number of continuation sheets attached

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Margaretta UK Ltd

Churchill House, 137 Brent Street

London NW4 4DJ Tel 020 7431 4529

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or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

• Company number

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

MARGARETTA CORPORATE SECRETARIES LTD

Previous forename(s)

Previous surname(s)

Address

420 Finchley Road

Usual residential address

For a corporation, give the registered or principal office address.

Post town

London

County / Region

Postcode

NW2 2HY

Country

I consent to act as secretary of the company named on page 1

Consent signature

Date

23.6.2000

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

MARGARETTA NOMINEES LTD

Previous forename(s)

Previous surname(s)

Address

420 Finchley Road

Usual residential address

For a corporation, give the registered or principal office address.

Post town

London

County / Region

Postcode

NW2 2HY

Country

Day Month Year

Date of birth

5

11

1993

Nationality

British Company

Business occupation

Corporate Directors

Other directorships

N/A

I consent to act as director of the company named on page 1

Consent signature

Date

23.6.2000

Directors (continued) (see notes 1-5)

	NAME	*Style / Title	<input type="text"/>	*Honours etc	<input type="text"/>						
* Voluntary details		Forename(s)	<input type="text"/>								
		Surname	<input type="text"/>								
		Previous forename(s)	<input type="text"/>								
		Previous surname(s)	<input type="text"/>								
	Address		<input type="text"/>								
	Usual residential address		<input type="text"/>								
	For a corporation, give the registered or principal office address.		<input type="text"/>								
		Post town	<input type="text"/>								
		County / Region	<input type="text"/>	Postcode	<input type="text"/>						
		Country	<input type="text"/>								
	Date of birth	<table border="1"><tr><td>Day</td><td>Month</td><td>Year</td></tr><tr><td><input type="text"/></td><td><input type="text"/></td><td><input type="text"/></td></tr></table>	Day	Month	Year	<input type="text"/>	<input type="text"/>	<input type="text"/>	Nationality	<input type="text"/>	
Day	Month	Year									
<input type="text"/>	<input type="text"/>	<input type="text"/>									
	Business occupation	<input type="text"/>									
	Other directorships	<input type="text"/>									
		<input type="text"/>									
	I consent to act as director of the company named on page 1										
	Consent signature	<input type="text"/>	Date	<input type="text"/>							

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date

23.6.2000

Or the subscribers

Signed

Date

**(i.e those who signed
as members on the
memorandum of
association).**

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

100607

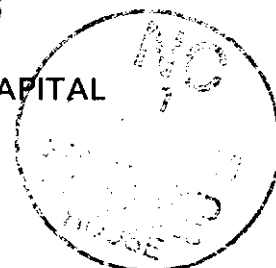
COMPANIES ACTS 1985 AND 1989

078758

• COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

A08
COMPANIES HOUSE0271
24/06/00

MEMORANDUM OF ASSOCIATION OF CIVITAS LIMITED



1. The Company's name is " CIVITAS LIMITED ".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(a) (1) To carry on, in conjunction with each other or as separate and distinct undertakings, all or any of the following businesses: book publishing, research and conference organisation, manufacturers, importers, exporters, agents, dealers (both wholesale and retail) in all articles of commercial, manufacturing, personal and household use and consumption and in all kinds of raw materials; warehouse; storage contractors, shipping and forwarding agents; dealers in property and estates; property developers, property managers; estate agents, insurance agents and brokers, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, financiers, financial agents and to act as nominee, trustee, agent, factor, broker, executor, administrator, receiver for or otherwise on behalf of Companies, Corporation, firms or persons, builders; scaffolders; contractors; heating and ventilation engineers and contractors, refrigeration engineers, specialists and contractors, decorators; painters; bricklayers; carpenters; shuttering manufacturers and erectors; joiners; public works contractors; plasterers; plumbers; electricians; shop front fitters; builders and decorators merchants; civil, mechanical, constructional, agricultural, consulting, heating, electrical and general engineers; welders; sheet metal workers; blacksmiths; motor engineers; garage proprietors; car hire service, taxi proprietors and operators; travel agents; tour operators; proprietors of vehicles and vessels of all kinds; transport and haulage contractors; general engineers, toll makers; booking agents for and managers of, theatres, cinemas and all other kinds of entertainments and sporting events, turf and sporting accountants in all their branches, proprietors of shop cafes, clubs, hotels and restaurants, catering contractors, dealers in food and provisions of all kinds; wine and spirit merchants; butchers; grocers; greengrocers; fishmongers and poultry merchants; farmers; florists, horticulturists; bakers; confectioners; tobacconists; ironmongers, hardware merchants; dealers in plastics of all kinds, antique dealers; furniture manufacturers and dealers; leather and fancy goods dealers; jewellers, radio television and electrical retailers, dealers and repairers, toys, games and sport equipment dealers; photographers and dealers in all kinds of photographic material and equipment, film producers; textile merchants, tailors, fashion designers, ladies and gentlemen's outfitters, boot and shoe retailers; perfumery and cosmetic dealers, hairdressers; manufacturing and retail chemists; printers, publishers, stationers, advertising and publicity agents; public relation specialists, consultants, business transfer agents and employment agents; computer operators, programmers and dealers; market research specialists; business advisers, mail order specialists; dyers and cleaners, proprietors or launderettes, excavation and demolition contractors; plant hirers, scrap iron and waste merchants and to carry on all or any of the said businesses, and provide services in connection therewith, either together as one business or as separate and distinct businesses, in any part of the world.

(2) To carry on any other business which, in the opinion of the Company, may be capable of being conveniently or profitable carried on in conjunction with or subsidiary to any other business of the Company and is calculated to enhance the value of the Company's property.

(3) To purchase or by any other means acquire freehold, leasehold or any other property for any estate or interest whatsoever, movable or immovable, or any interest in such property, and to sell, lease, let or hire, develop such property, or otherwise turn the same to the advantage of the Company.

- (4) To apply for, register or by other means acquire any patents, patent rights, brevets d'invention, licences, trade marks, concessions and inventions and to use and turn to account the same or to develop, sell or assign the same or grant licences or privileges thereof or otherwise turn the same to the advantage of the Company.
- (5) To build, reconstruct or generally maintain buildings and works of all kinds, whether or not these are situate on the property of the Company.
- (b) To carry on any other trade or business whatsoever which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- (c) To purchase or by any other means acquire and take options over any property whatsoever and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts of things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (g) To invest and deal with the moneys of the Company not immediately required in such a manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing of any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.

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

(K) To apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interest and to oppose any proceedings or applications which may seem calculated directly or indirectly to reduce the Company's interests.

(l) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges and concessions.

(m) To subscribe for, take, purchase or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.

(o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.

(p) To sell or otherwise dispose of the whole or any of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(q) To act as agent or broker and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

(r) To remunerate any person, firm or company rendering services to the Company either by cash payment.

(s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers.

(t) 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, or 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 dependents; and to set up, establish, support and maintain profit sharing 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.

(u) Subject to and in accordance with a due compliance with the provisions of Sections 155 to 158 (inclusive) of the Act (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152 (1)(a) of the Act) for any such purpose as is specified in Section 151 (1) and/or Section 152(2) of the Act.

(v) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

(w) To procure the Company to be registered or recognised in any part of the world.

(x) To do all or any things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors, or otherwise and either alone or in conjunction with others.

(y) To do all such things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that:-

(1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object of objects set forth in such sub-clause, or by reference to or inference from the name of the Company.

(2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full power to exercise each and every one of the objects specified in each such sub-clause of this Clause as though each sub-clause contained the objects of a separate Company.

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

(4) In this Clause the expression "The Act" means the Companies Act 1985 but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

4 The liability of the Members is limited.

5 Every member of the company undertakes to contribute such amount as may be required (not exceeding £ 10) to the company's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the company's debts and liabilities contracted before he or she ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

6 If the company is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall be paid or distributed among members of the company.

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum

Names and addresses of Subscribers

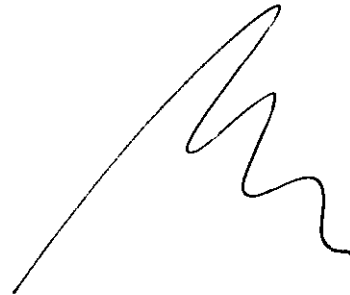
Margaretta Nominees Limited
420 Finchley Road
London NW2 2HY

Company Director



Margaretta Corporate Secretaries Limited
420 Finchley Road
London NW2 2HY

Company Secretary



Dated this: 23rd day of June 2000

Witness to the above Signatures:-



Jacob Opoku-Manu
665 Finchley Road
London NW2 2HN

Consultant

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF
CIVITAS LIMITED

PRELIMINARY

1.(a) The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Table A to F) (Amendments) Regulations 1985 (SI 1985 No. 1052) (such table being hereafter called "Table A") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so far as they are excluded or varied hereby and such regulation (save as so excluded or varied) and the articles hereinafter contained shall be the regulations of the Company.

(b) In these Articles the expression "the Act" means the Companies Act 1985, but so that any reference in these Articles to any provisions of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

MEMBERS

2. (1). The subscribers to the memorandum and such other persons or organisations as are admitted to membership shall be members of the company. No person or organisation shall be admitted a member of the company unless his or her application for membership is approved by the company in general meeting.

(2). Unless the company in general meeting shall make other provision, the company may in its absolute discretion permit any member of the company to retire, provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS AND RESOLUTIONS

3. Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their rights to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.

4. (a) If quorum is not present within one hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within one hour from the time appointed therefore such adjourned General Meeting shall be dissolved.

(b) Clause 41 in table A shall not apply to the Company.

APPOINTMENT OF DIRECTORS

5. (a) Clause 64 in table A shall not apply to the Company.

(b) The maximum number and minimum number respectively of Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have the authority to exercise all the powers and discretions conferred by Table A and by these Articles expressed to be vested in the Directors generally, and clause 89 in Table A shall be modified accordingly.

(c) The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.

(d) No person shall be appointed Director at any General Meeting unless either:-

(i) he is recommended by the Director; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(e) Subject to paragraph (d) above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be Director, either to fill a vacancy or as an additional Director.

(f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph (b) above as the maximum number of Directors and for the time being in force.

BORROWING POWERS

6. The Directors may exercise all the powers of the Company to borrow money without limit as to the amount and upon such terms and in such a manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

ALTERNATE DIRECTORS

7. (a) An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

(b) A Director, or any such person as is mentioned in Clause 65 in Table A, may act as an alternate Director to represent more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

DISQUALIFICATION OF DIRECTORS

8. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Clause 81 in Table A shall be modified accordingly.

GRATUITIES AND PENSIONS

9. (a) The Directors may exercise the powers of the Company conferred by Clause 3 (t) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Clause 87 in Table A shall not apply to the Company.

PROCEEDINGS OF DIRECTORS

10. (a) A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid his vote shall be counted; and in relation to any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.

(b) Clause 94 to 97 (inclusive) in Table A shall not apply to the Company.

THE SEAL

11. (a) If the Company adopts a common seal it shall only be used with the authority of the Directors or of a committee of Directors. The director may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. Clause 101 of table A shall not apply to the Company.

(b) *The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.*

INDEMNITY

12: (a) Every Director or other officer or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or 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 in so far as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310 (1) of the Act from and after the bringing into force of Section 137 of the Companies Act 1989.

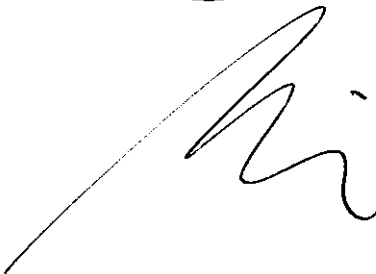
(c) Clause 118 in table A shall not apply to the Company.

NAME AND ADDRESSES OF SUBSCRIBERS



Margaretta Nominees Limited
420 Finchley Road
London NW2 2HY

COMPANY DIRECTOR



Margaretta Corporate Secretaries Limited
420 Finchley Road
London NW2 2HY

COMPANY SECRETARY

Dated this 23rd day of June 2000

Witness to the above Signatures:-



Jacob Opoku-Manu
665 Finchley Road
London NW2 2HN

Consultant