

**FILE COPY**



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

Company No. 4434704

The Registrar of Companies for England and Wales hereby certifies that  
**JOHN MURRAY LIMITED**

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

Given at Companies House, London, the 9th May 2002



\*N04434704D\*

1 Greenland

For The Registrar Of Companies



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

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Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

4434704

### Company Name in full

JOHN MURRAY LIMITED

I, ROBERT JAMES HILLHOUSE FOR AND ON BEHALF OF

of MAWLAW SECRETARIES LIMITED, 20 BLACK FRIARS LANE,  
LONDON, EC4V 6HD

† Please 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 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

Declared at

HOBSON AUDLEY, 7 PILGRIM STREET, LONDON, EC4V 6LB

Day Month Year

On

0 9 0 5 2 0 0 2

① Please print name.

before me ①

RAVINDER MAHAL

Signed

R. Mahal

Date 09 MAY 2002

†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.

Mayer, Brown, Rowe & Maw  
11 PILGRIM STREET  
LONDON  
EC4V 6RW

990/968945.1

Tel 020 7248 4282

DX number DX 93

DX exchange LONDON



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COMPANIES HOUSE

0083  
09/05/02

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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**

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Please complete in typescript,  
or in bold black capitals.

CHFP025

Notes on completion appear on final page

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

4434704

### Company Name in full

JOHN MURRAY LIMITED

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

20 BLACK FRIARS LANE

Post town LONDON

County / Region

Postcode EC4V 6HD

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.

Agent's Name

Address

Post town

County / Region

Postcode

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.

Mayer, Brown, Rowe & Maw  
11 PILGRIM STREET  
LONDON  
EC4V 6RW

990/968952.2

Tel 020 7248 4282

DX number DX 93

DX exchange LONDON



LD1  
COMPANIES HOUSE

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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**

**Company Secretary** (see notes 1-5)

Company name JOHN MURRAY LIMITED

NAME \*Style / Title

\*Honours etc

\* Voluntary details

Forename(s) MAWLAW SECRETARIES LIMITED

Surname

Previous forename(s)

Previous surname(s)

**Address**

20 BLACK FRIARS LANE

*Usual residential address*

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

Post town LONDON

County / Region

Postcode EC4V 6HD

Country

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

**Consent signature**For and on behalf of  
MAWLAW SECRETARIES LTD

Date

9.5.2002

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

\*Honours etc

Forename(s)

Surname

MAWLAW CORPORATE SERVICES LIMITED

Previous forename(s)

Previous surname(s)

**Address**

20 BLACK FRIARS LANE

*Usual residential address*

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

Post town LONDON

County / Region

Postcode EC4V 6HD

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

AS PER ATTACHED LIST

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

**Consent signature**

for and on behalf of Mawlaw Corporate Services Limited

Date

09 MAY 2002

**Directors**

(continued)

(see notes 1-5)

**NAME** \*Style / Title

\*Honours etc

Forename(s)

\* Voluntary details

Surname

Previous forename(s)

Previous surname(s)

**Address***Usual residential address*

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

Post town

County / Region

Postcode

Country

Day Month Year

**Date of birth****Nationality****Business occupation****Other directorships**

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

**Consent signature****Date****This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed****Date****Or the subscribers***( i.e those who signed  
as members on the  
memorandum of  
association).***Signed**

for and on behalf of Mowlaw Administration Limited

**Date**

09 MAY 2002

**Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

### Person Details

Name: MAWLAW CORPORATE SERVICES LIMITED  
QuickRef: MLCSLTD

### Addresses

Trading	Registered Office
20 BLACK FRIARS LANE LONDON EC4V 6HD	20 BLACK FRIARS LANE LONDON EC4V 6HD

### Directorships

Company Name	O/S	Appointed
ALIE STREET INVESTMENTS LIMITED		27/03/2001
ALMOND ROCA LIMITED		30/03/2000
ASHCROFT REAL ESTATES LIMITED		27/08/1998
BOODAI (UK) LIMITED		27/08/1998
BOYSEN UK LIMITED		16/07/1997
CARRIER1 INTERNATIONAL MANAGEMENT SERVICES LIMITED		27/07/2001
CHANDERHILL INVESTMENTS LIMITED		09/12/1997
CHP DEVELOPMENTS (U.K.) LIMITED		26/09/2000
CONSTRUCTION LASERS LIMITED		27/08/1998
DUNCAN DISSOLUTION LIMITED		21/03/2002
ELMFIELD INVESTMENTS LIMITED		27/03/2001
EMPLOYER SOFTWARE SOLUTIONS LIMITED		19/01/1999
FREEDOM ONLINE LIMITED		24/03/1999
IndoNurture Limited		07/03/1997
INNDI LIMITED		30/05/1997
INSOMNIMANIA LIMITED		27/07/2001
INTERLIT LIMITED		26/03/1998
INTERROUTE TREASURY LIMITED		06/12/1999
LEAR DONNELLY UK OVERHEAD SYSTEMS LIMITED		01/10/1997
MAGNA GLOBAL (UK) LIMITED		14/06/2001
MAWLAW 380 LIMITED		20/02/1998
MAWLAW 411 LIMITED		30/12/1998
MAWLAW 472 LIMITED		29/12/1999
MAWLAW 475 LIMITED		29/12/1999
MAWLAW 484 LIMITED		09/03/2000
MAWLAW 527 LIMITED		27/11/2000
MAWLAW 533 LIMITED		08/12/2000
MAWLAW 543 LIMITED		07/03/2001
MAWLAW 552 LIMITED		07/06/2001
MAWLAW 555 LIMITED		07/06/2001
MAWLAW 567 LIMITED		13/12/2001
MAWLAW 574 LIMITED		22/03/2002
MAWLAW 576 LIMITED		22/03/2002
N & G FINANCIAL MANAGEMENT (UK) LIMITED		07/12/2000
N & G FINANCIAL MANAGEMENT LIMITED		07/12/2000
Novartis & Bristol-Myers Squibb Ltd		29/01/2001
PREBON COSMOREX LIMITED		14/03/2002
RADIO DESIGN INNOVATION LIMITED		04/06/1997
RLW ESTATES LIMITED		22/03/2002
SEGH LIMITED		03/05/2000
SEITIC HOLDINGS LIMITED		05/12/2001
SEITIC LIMITED		05/12/2001
SOKKIA SOUTHERN SALES LIMITED		28/09/2000

Date 09/05/2002

# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

Company Name	O/S	Appointed
STREETCAR LIMITED		11/02/2000
TTSP LIMITED		22/03/2002

### Past Directorships

Company Name	O/S	Appointed	Resigned
24a CLAPHAM ROAD LIMITED		18/07/2000	19/10/2000
2N (UK) LIMITED		13/12/2001	06/03/2002
A K WARRANTOR & INDEMNITY LIMITED (GA)		04/06/1997	18/07/1997
ACCESS SYSTEMS (EUROPE) LIMITED		13/09/1999	25/01/2000
ACCUMULATION LIMITED		30/06/1998	23/09/1998
ADVANCED DISPENSING SYSTEMS LIMITED		21/11/2001	21/11/2001
ADVERTISING.COM (HOLDINGS) LIMITED		23/05/2000	23/02/2001
ADVERTISING.COM INTERNATIONAL HOLDINGS LIMITED		02/11/2000	02/11/2000
ADVERTISING.COM LIMITED		23/05/2000	23/02/2001
AEA INTERNATIONAL SERVICES (UK) LIMITED		10/12/1997	09/01/1998
AES PENSION TRUSTEES LIMITED (Gone Away)		10/04/1997	13/05/1997
AIRGARE LIMITED		04/08/1998	01/09/1998
AMORPHOUS SUGAR LIMITED		07/06/2001	17/07/2001
ANDROS UK LIMITED		11/02/1999	16/02/1999
APRICORN INVESTMENTS LIMITED		29/01/2001	01/03/2001
APRICORN SYSTEMS LIMITED		23/05/2000	22/06/2000
ARMORIC HOLDINGS LIMITED		17/05/2001	18/05/2001
ARMORIC INVESTMENTS LIMITED		17/05/2001	18/05/2001
ARRANDCO PRODUCTS LIMITED		07/06/2001	30/07/2001
ASCADA LIMITED		29/07/1998	28/08/1998
ASHCROFT KETTERING MANAGEMENT LIMITED		03/05/2000	25/05/2000
ASHCROFT RETAIL MANAGEMENT LIMITED (Gone Away)		04/06/1997	11/03/1998
AXXON TELECOM LIMITED		16/07/1997	08/08/1997
BELFAST TELEGRAPH PENSION TRUSTEE LIMITED		22/09/2000	20/10/2000
BG GROUP PENSION TRUSTEES LIMITED		06/06/2001	06/06/2001
BOVIS HOMES PENSION SCHEME TRUSTEE LIMITED (GA)		20/08/1997	22/09/1997
BRIGHTON RACECOURSE COMPANY LIMITED (GA)		21/11/1997	04/02/1998
C.G.A. HOLDINGS LIMITED		10/12/1997	09/04/1998
Cabot Place (RT2) Limited		19/02/1999	19/02/1999
CANARY SOLUTIONS LIMITED		26/10/2000	26/10/2000
Canary Wharf (B4) Limited		12/11/1998	12/11/1998
Canary Wharf (B4) T1 Limited		12/11/1998	12/11/1998
Canary Wharf (B4) T2 Limited		12/11/1998	12/11/1998
Canary Wharf (B5) Limited		12/11/1998	12/11/1998
Canary Wharf (B5) T1 Limited		25/09/1997	25/09/1997
Canary Wharf (B5) T2 Limited		25/09/1997	25/09/1997
CANARY WHARF (BP1) LIMITED		25/09/1997	25/09/1997
CANARY WHARF (BP1) T1 LIMITED		06/09/2000	06/09/2000
CANARY WHARF (BP1) T2 LIMITED		11/02/2002	14/02/2002
CANARY WHARF (BP2) LIMITED		11/02/2002	14/02/2002
Canary Wharf (Car Parks) Limited		04/01/2002	04/01/2002
Canary Wharf (DS1) Limited		07/12/1998	07/12/1998
CANARY WHARF (DS1) T1 LIMITED		15/04/1999	22/04/1999
CANARY WHARF (DS1) T2 LIMITED		17/05/2001	18/05/2001
Canary Wharf (DS2) Limited		17/05/2001	18/05/2001
Canary Wharf (DS2) T1 Limited		22/07/1998	22/07/1998
Canary Wharf (DS2) T2 Limited		22/07/1998	22/07/1998
CANARY WHARF (DS3) LIMITED		22/07/1998	22/07/1998
CANARY WHARF (DS4) LIMITED		20/09/2000	21/09/2000
CANARY WHARF (DS4) T1 LIMITED		27/07/2000	27/07/2000
		20/09/2001	24/09/2001

# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

Company Name	O/S	Appointed	Resigned
CANARY WHARF (DS4) T2 LIMITED		20/09/2001	24/09/2001
Canary Wharf (DS5) Limited		19/02/1999	19/02/1999
CANARY WHARF (DS5) T1 LIMITED		16/10/2000	16/10/2000
CANARY WHARF (DS5) T2 LIMITED		16/10/2000	16/10/2000
CANARY WHARF (DS8) LIMITED		17/03/2000	22/03/2000
Canary Wharf (RT2) Limited		15/10/1997	15/10/1997
Canary Wharf (RT2) T1 Limited		15/10/1997	15/10/1997
Canary Wharf (RT2) T2 Limited		15/10/1997	15/10/1997
CANARY WHARF (TWO) LIMITED		04/03/2002	04/03/2002
Canary Wharf (WF9) Limited		07/12/1998	07/12/1998
CANARY WHARF (WF9) T1 LTD		17/05/2001	18/05/2001
CANARY WHARF (WF9) T2 LIMITED		17/05/2001	18/05/2001
Canary Wharf Contractors (B4) Limited		11/02/1998	11/02/1998
Canary Wharf Contractors (B5) Limited		25/09/1997	25/09/1997
CANARY WHARF CONTRACTORS (BP1) LIMITED		06/09/2000	06/09/2000
CANARY WHARF CONTRACTORS (BP2) LIMITED		04/01/2002	04/01/2002
Canary Wharf Contractors (DS1) Limited		15/04/1999	22/04/1999
Canary Wharf Contractors (DS2) Limited		22/07/1998	22/07/1998
CANARY WHARF CONTRACTORS (DS3) LIMITED		20/09/2000	20/09/2000
CANARY WHARF CONTRACTORS (DS4) LIMITED		27/07/2000	27/07/2000
Canary Wharf Contractors (DS5) Limited		19/02/1999	19/02/1999
CANARY WHARF CONTRACTORS (DS8) LIMITED		17/03/2000	22/03/2000
CANARY WHARF CONTRACTORS (HQ INFRASTRUCTURE) LIMITED		06/03/2001	07/03/2001
CANARY WHARF CONTRACTORS (HQ1) LIMITED		15/01/2001	15/01/2001
CANARY WHARF CONTRACTORS (HQ2) LIMITED		12/01/2001	12/01/2001
CANARY WHARF CONTRACTORS (HQ3) LIMITED		12/01/2001	12/01/2001
CANARY WHARF CONTRACTORS (HQ4) LIMITED		12/01/2001	12/01/2001
CANARY WHARF CONTRACTORS (HQ5) LIMITED		29/11/2000	29/11/2000
Canary Wharf Contractors (RT2) Limited		10/02/1998	11/02/1998
CANARY WHARF CONTRACTORS (RT3) LIMITED		12/01/2001	12/01/2001
Canary Wharf Contractors (WF9) Limited		06/11/1998	06/11/1998
CANARY WHARF FINANCE HOLDINGS LIMITED		15/02/2000	16/02/2000
CANARY WHARF FINANCE II PLC		16/02/2000	16/02/2000
Canary Wharf Holdings (B4) Limited		12/11/1998	12/11/1998
Canary Wharf Holdings (B5) Limited		25/09/1997	25/09/1997
CANARY WHARF HOLDINGS (BP1) LIMITED		06/09/2000	07/09/2000
CANARY WHARF HOLDINGS (BP2) LIMITED		04/01/2002	04/01/2002
Canary Wharf Holdings (DS1) Limited		15/04/1999	26/04/1999
Canary Wharf Holdings (DS2) Limited		22/07/1998	22/07/1998
CANARY WHARF HOLDINGS (DS3) LIMITED		21/09/2000	21/09/2000
CANARY WHARF HOLDINGS (DS4) LIMITED		27/07/2000	27/07/2000
Canary Wharf Holdings (DS5) Limited		19/02/1999	19/02/1999
CANARY WHARF HOLDINGS (DS8) LIMITED		17/03/2000	22/03/2000
Canary Wharf Holdings (RT2) Limited		15/10/1997	15/10/1997
Canary Wharf Holdings (WF9) Limited		07/12/1998	07/12/1998
CANARY WHARF INVESTMENT HOLDINGS (BP1) LIMITED		11/02/2002	14/02/2002
CANARY WHARF INVESTMENT HOLDINGS (DS1) LIMITED		17/05/2001	18/05/2001
CANARY WHARF INVESTMENT HOLDINGS (DS4) LIMITED		24/09/2001	24/09/2001
CANARY WHARF INVESTMENT HOLDINGS (DS5) LIMITED		17/05/2001	18/05/2001
CANARY WHARF INVESTMENT HOLDINGS (WF9) LIMITED		17/05/2001	18/05/2001
CANARY WHARF INVESTMENTS (BP1) LIMITED		11/02/2002	14/02/2002
CANARY WHARF INVESTMENTS (DS1) LIMITED		17/05/2001	18/05/2001
CANARY WHARF INVESTMENTS (DS4) LIMITED		20/09/2001	24/09/2001
CANARY WHARF INVESTMENTS (DS5) LIMITED		16/10/2000	16/10/2000
CANARY WHARF INVESTMENTS (WF9) LIMITED		17/05/2001	18/05/2001



# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

Company Name	O/S	Appointed	Resigned
Canary Wharf Leasing (B4) Limited		12/11/1998	12/11/1998
CANARY WHARF LEASING (BP1) LIMITED		11/02/2002	14/02/2002
CANARY WHARF LEASING (DS5) LIMITED		16/10/2000	16/10/2000
Canary Wharf Leasing (RT2) Limited		15/10/1997	15/10/1997
CANARY WHARF LENDING II LIMITED		16/02/2000	16/02/2000
CANARY WHARF TELECOMS LIMITED		29/08/2001	29/08/2001
CENDANT EUROPE LIMITED		30/12/1998	26/01/1999
CENTRICA ENGINEERS PENSION TRUSTEES LIMITED (GA)		08/12/1997	08/12/1997
CENTRICA STAFF PENSION TRUSTEES LIMITED (GA)		08/12/1997	08/12/1997
CHANDERHILL (MARLOW) LIMITED		06/12/1999	03/02/2000
CHANDERHILL HOLDINGS LIMITED		11/02/2000	09/03/2000
CHANDERHILL RYEBROOK LIMITED (GA)		20/08/1997	12/09/1997
CHARLES SEARCH & SELECTION LIMITED		07/04/1998	01/07/1998
CHRISTIAN COMMUNICATIONS PARTNERSHIP LIMITED (GA)		19/08/1997	24/10/1997
CITY & SOUTHERN LIMITED (GA)		10/04/1997	25/04/1997
CITY & WHITELEY LIMITED (GA)		20/02/1998	26/03/1998
CLINTON INTERNATIONAL (UK) LIMITED		04/03/2002	04/03/2002
CLUB BIZ LIMITED		26/02/2001	28/02/2001
COALITION DEVELOPMENT LIMITED		26/11/2001	27/11/2001
CONFIRMANT LIMITED		07/03/2001	13/06/2001
COR CONSORTIUM LIMITED		02/05/2001	26/07/2001
CORNEY & BARROW MERCHANTING HOLDINGS LIMITED		25/02/1999	10/05/2000
CRAZY GEORGE'S LIMITED		29/10/1998	27/01/1999
CREST CHAPMAN LIMITED (Gone Away)		07/03/1997	03/04/1997
CRI (UK) LIMITED		27/02/2002	27/02/2002
CROWDED HOUSE HOLDINGS LIMITED (GA)		16/07/1997	13/05/1998
CRV (UK) LIMITED		11/09/2000	20/09/2000
CW Depositor B2 Limited		01/01/1997	24/09/1997
CW Depositor DS7B Limited		24/09/1997	24/09/1997
CW Depositor DS7F Limited		24/09/1997	24/09/1997
CW Depositor FC3 Limited		24/09/1997	24/09/1997
CW FINANCE HOLDINGS II LIMITED		31/05/2000	31/05/2000
CW Leasing B2 Limited		24/09/1997	24/09/1997
CW Leasing DS7B Limited		24/09/1997	24/09/1997
CW Leasing DS7F Limited		24/09/1997	24/09/1997
CW Leasing FC3 Limited		24/09/1997	24/09/1997
CW Properties B2 Limited		24/09/1997	24/09/1997
CW Properties DS7B Limited		24/09/1997	24/09/1997
CW Properties DS7F Limited		24/09/1997	24/09/1997
CW Properties FC3 Limited		24/09/1997	24/09/1997
CWC SPVh Limited		10/04/1997	06/05/1997
CWC SPVi Limited		16/05/1997	23/05/1997
CWCB INVESTMENTS (DS1) LIMITED		17/05/2001	18/05/2001
CWCB INVESTMENTS (DS5) LIMITED		17/05/2001	18/05/2001
CWCB INVESTMENTS (DS6) LIMITED		02/03/2000	02/03/2000
CWCB INVESTMENTS (WF9) LIMITED		17/05/2001	18/05/2001
CWCB LEASING (DS6) LIMITED		02/03/2000	02/03/2000
CWCB PROPERTIES (DS1) LIMITED		17/05/2001	18/05/2001
CWCB PROPERTIES (DS5) LIMITED		17/05/2001	18/05/2001
CWCB PROPERTIES (DS6) LIMITED		02/03/2000	02/03/2000
CWCB PROPERTIES (WF9) LIMITED		17/05/2001	18/05/2001
DEXTER MAGNETIC TECHNOLOGIES EUROPE LIMITED		29/05/2001	29/05/2001
DIAL INTERROUTE TELECOM LIMITED		29/10/1998	15/01/1999
DOW JONES REUTERS BUSINESS INTERACTIVE LIMITED		19/05/1999	29/06/1999
DRAGADOS CONCESSIONS LIMITED		07/10/1999	19/01/2000

# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

Company Name	O/S	Appointed	Resigned
DRAGADOS INVESTMENTS LIMITED		20/10/2000	15/11/2000
DRAINAGE SYSTEMS (CARDIFF) LIMITED (GA)		17/09/1998	14/12/1998
DRAINAGE SYSTEMS (LONDON) LIMITED (GA)		17/09/1998	14/12/1998
DRAINAGE SYSTEMS (NEWTON ABBOT) LIMITED (GA)		07/10/1998	14/12/1998
DRAINAGE SYSTEMS (ORPINGTON) LIMITED (GA)		17/09/1998	14/12/1998
DRAINAGE SYSTEMS (UK) LIMITED (Gone Away)		07/10/1998	22/10/1998
DRIFT ROAD LIMITED		02/05/2001	06/09/2001
EAGLE STAR EXECUTIVES' PENSION TRUSTEE LIMITED (GA)		20/08/1997	01/04/1998
EARLY ADVANTAGE (UK) LIMITED		29/01/2001	22/03/2001
EASY I HOLDINGS LIMITED		07/06/2001	24/07/2001
ECCO SHOES UK LIMITED		10/04/1997	14/05/1997
ECURIE FISKEN GT LIMITED		07/04/1998	09/07/1998
eFinancialNews.Com Limited		17/12/1999	13/01/2000
ELECTRONIC TRANSACTION CORPORATION PLC		07/06/2001	04/07/2001
ENGINE SERVICES EUROPE LIMITED		07/10/1998	22/10/1998
EQUOLOGY LIMITED		23/05/2000	05/07/2000
ESCAPE.COM CONSULTANTS LIMITED		29/12/1999	18/02/2000
ESCAPE.COM LIMITED (GA)		04/06/1997	27/06/1997
EUROPEAN MARKETING COMMUNICATION ORGANISATION LIMITED		16/02/1998	16/02/1998
EXELVIA OVERSEAS HOLDINGS LIMITED (GA)		01/10/1997	13/11/1997
FAST SEARCH UK LIMITED		17/10/2000	17/10/2000
FINANCE JOBS DIRECT LIMITED		24/03/1999	13/01/2000
FOUR BRINDLEYPLACE LIMITED		27/11/2000	11/12/2000
FRESHFOOD SYSTEMS LIMITED		30/06/1998	14/07/1998
GEMPLUS ASSOCIATES INTERNATIONAL LIMITED		01/10/1997	19/11/1997
GINGER SPACE LIMITED		02/05/2001	01/12/2001
GLOBAL CURRENCY NETWORK (UK) LIMITED		07/03/1997	24/03/1997
GMH CONSULTANTS LIMITED (Gone Away)		16/07/1997	29/10/1997
GoTalk Limited		07/10/1998	09/11/1998
GOURMET NOVA UK LIMITED		18/08/1999	29/03/2000
GREAT YARMOUTH RACECOURSE LIMITED		07/08/2001	12/12/2001
GVC CLUBS (EUROPE) LIMITED		13/12/2001	15/01/2002
GVC NOMINEE LIMITED		23/06/1999	16/07/1999
GW PHARMACEUTICALS GROUP PLC		15/02/2001	05/03/2001
GWP TRUSTEE COMPANY LIMITED		23/05/2000	15/08/2000
H H ESOP LIMITED		06/04/1998	11/08/1998
HEADLAND HOMES LIMITED		20/08/1997	18/09/1997
HEAVYLIFT HOLDINGS LIMITED		28/01/1999	09/03/1999
HEAVYLIFT TECHNICAL SERVICES LIMITED		28/01/1999	22/07/1999
HERON QUAYS (HQ 1) LIMITED		25/09/2001	25/09/2001
HERON QUAYS (HQ 1) T1 LIMITED		20/09/2001	25/09/2001
HERON QUAYS (HQ 1) T2 LIMITED		20/09/2001	25/09/2001
HERON QUAYS (HQ 2) LIMITED		20/09/2001	25/09/2001
HERON QUAYS (HQ 2) T1 LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 2) T2 LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 3) LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 3) T1 LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 3) T2 LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 4) LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 4) T1 LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 4) T2 LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 5) LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 5) T1 LIMITED		20/09/2001	24/09/2001
HERON QUAYS (HQ 5) T2 LIMITED		20/09/2001	24/09/2001
Heron Quays (HQ1) Limited		31/03/1998	31/03/1998

# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

Company Name	O/S	Appointed	Resigned
HERON QUAYS HOLDINGS (HQ 1) LIMITED		24/09/2001	24/09/2001
HERON QUAYS HOLDINGS (HQ 2) LIMITED		24/09/2001	24/09/2001
HERON QUAYS HOLDINGS (HQ 3) LIMITED		24/09/2001	24/09/2001
HERON QUAYS HOLDINGS (HQ 4) LIMITED		24/09/2001	24/09/2001
HERON QUAYS HOLDINGS (HQ 5) LIMITED		24/09/2001	24/09/2001
HERON QUAYS LEASING (HQ 1) LIMITED		20/09/2001	25/09/2001
HERON QUAYS LEASING (HQ 2) LIMITED		20/09/2001	24/09/2001
HERON QUAYS LEASING (HQ 3) LIMITED		20/09/2001	24/09/2001
HERON QUAYS LEASING (HQ 4) LIMITED		20/09/2001	24/09/2001
HERON QUAYS LEASING (HQ 5) LIMITED		20/09/2001	24/09/2001
HIGH END CONTROLS LIMITED		24/03/1999	09/06/1999
HIGHPOINT TELECOM LIMITED		30/06/1998	15/12/1998
HILLIER PARKER FINANCE LIMITED (GA)		21/11/1997	22/12/1997
HQCB INVESTMENTS LIMITED		15/01/2002	15/01/2002
I-21 HOLDINGS LIMITED		03/05/2000	30/05/2000
I-21 LIMITED		30/12/1998	15/04/1999
iconect (uk) limited		20/02/1998	21/05/1998
IFTE plc		16/08/1999	19/08/1999
INTEGRATED STUDIES LIMITED (GA)		01/01/1901	17/04/1997
INTEGRIS HOLDINGS LIMITED		07/08/2001	18/12/2001
INTERROUTE FINANCE LIMITED		20/10/2000	28/11/2000
INTERROUTE TELECOM SERVICES LIMITED		20/02/1998	16/04/1998
INTERSECTION UK LIMITED		28/04/1997	28/04/1997
JOOP! UK LIMITED		25/02/1999	26/04/1999
KATALYST PERSONAL DEVELOPMENT CONSULTANTS LIMITED		17/09/1998	25/09/1998
KEMP LITTLE LIMITED		07/03/2001	23/05/2001
KEY PROPERTY INVESTMENTS (NUMBER FOUR) LIMITED		16/10/2001	26/10/2001
KEY PROPERTY INVESTMENTS (NUMBER THREE) LIMITED		16/10/2001	26/10/2001
KINGDOM UK LIMITED		16/07/1997	08/12/1997
Kingfisher FURBS Trustee Limited		12/03/2001	12/03/2001
LEAR CORPORATION COVENTRY PENSION TRUSTEES LIMITED		04/04/2002	04/04/2002
LEAR CORPORATION ISG PENSION TRUSTEES LIMITED		04/04/2002	04/04/2002
LEAR CORPORATION PENSION SCHEME TRUSTEES LIMITED		07/10/1999	02/03/2000
LEAR CORPORATION SSD NOTTINGHAM PENSION TRUSTEES LIMITED		04/04/2002	04/04/2002
LEAR CORPORATION TAMWORTH PENSION TRUSTEES LIMITED		02/04/2002	02/04/2002
LEAR CORPORATION UK HOURLY PAID PENSION TRUSTEES LIMITED		13/04/2000	04/05/2000
LEAR UK ACQUISITION LIMITED		10/04/1997	29/05/1997
LHR BEDFONT ROAD TERMINAL LIMITED		15/11/2001	20/11/2001
LIBERIS LIMITED		29/12/1999	11/01/2000
LIFE ETC LIMITED		19/01/1999	30/11/2000
LONDON DRYWALL LIMITED		30/12/1998	12/01/1999
LSI DEVELOPERS LIMITED (Gone Away)		25/11/1997	25/11/1997
LSI PROPERTIES LIMITED (Gone Away)		25/11/1997	25/11/1997
LSI TITLE LIMITED (Gone Away)		25/11/1997	25/11/1997
LYNX BARBERSHOPS LIMITED		09/03/2000	29/03/2000
M PLUS RECYCLING LIMITED		08/12/2000	28/03/2001
M&G NOMINEES LIMITED (GA)		21/11/1997	14/01/1998
MARION MERRELL LIMITED		03/09/1999	08/12/2000
MARLOW BREWERY LIMITED		10/12/1997	26/02/1998
MAWLAW 376 LIMITED		10/12/1997	26/02/1998
MAWLAW 388 LIMITED		30/06/1998	22/01/1999
MAWLAW 410 LIMITED		29/10/1998	14/02/2000
MAWLAW 421 LIMITED		28/01/1999	29/06/1999

# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

Company Name	O/S	Appointed	Resigned
MAWLAW 425 LIMITED		28/01/1999	24/03/1999
MAWLAW 430 LIMITED		25/02/1999	24/03/1999
MAWLAW 435 LIMITED		24/03/1999	11/06/1999
MAWLAW 437 LIMITED		19/05/1999	13/07/1999
MAWLAW 438 LIMITED		19/05/1999	19/07/1999
MAWLAW 439 LIMITED		19/05/1999	19/07/1999
MAWLAW 440 LIMITED		19/05/1999	28/06/1999
MAWLAW 441 LIMITED		23/06/1999	30/06/1999
MAWLAW 442 LIMITED		23/06/1999	08/07/1999
MAWLAW 443 LIMITED		23/06/1999	08/07/1999
MAWLAW 445 LIMITED		23/06/1999	19/07/1999
MAWLAW 446 LIMITED		21/07/1999	26/07/1999
MAWLAW 447 LIMITED		21/07/1999	02/08/1999
MAWLAW 448 LIMITED		21/07/1999	02/08/1999
MAWLAW 449 LIMITED		21/07/1999	11/08/1999
MAWLAW 450 LIMITED		21/07/1999	05/08/1999
MAWLAW 451 LIMITED		18/08/1999	24/08/1999
MAWLAW 452 LIMITED		18/08/1999	02/09/1999
MAWLAW 454 LIMITED		18/08/1999	03/05/2001
MAWLAW 455 LIMITED		18/08/1999	03/05/2001
MAWLAW 457 LIMITED		13/09/1999	27/09/1999
MAWLAW 458 LIMITED		13/09/1999	19/10/1999
MAWLAW 459 LIMITED		13/09/1999	03/12/1999
MAWLAW 463 LIMITED		07/10/1999	03/03/2000
MAWLAW 464 LIMITED		07/10/1999	14/02/2000
MAWLAW 465 LIMITED		07/10/1999	08/12/1999
MAWLAW 469 LIMITED		06/12/1999	03/02/2000
MAWLAW 473 LIMITED		29/12/1999	08/02/2000
MAWLAW 477 LIMITED		11/02/2000	02/03/2000
MAWLAW 480 LIMITED		11/02/2000	14/03/2000
MAWLAW 481 LIMITED		09/03/2000	20/03/2000
MAWLAW 485 LIMITED		09/03/2000	23/03/2000
MAWLAW 489 LIMITED		24/03/2000	12/04/2000
MAWLAW 492 LIMITED		13/04/2000	18/04/2000
MAWLAW 493 LIMITED		13/04/2000	20/04/2000
MAWLAW 498 LIMITED		03/05/2000	31/07/2000
MAWLAW 500 LIMITED		03/05/2000	16/05/2000
MAWLAW 503 LIMITED		23/05/2000	16/06/2000
MAWLAW 512 LIMITED		09/08/2000	04/09/2000
MAWLAW 513 LIMITED		09/08/2000	05/09/2000
MAWLAW 514 LIMITED		09/08/2000	05/09/2000
MAWLAW 519 LIMITED		11/09/2000	30/10/2000
MAWLAW 523 LIMITED		20/10/2000	04/12/2000
MAWLAW 524 LIMITED		20/10/2000	22/11/2000
MAWLAW 526 LIMITED		27/11/2000	27/11/2000
MAWLAW 531 LIMITED		08/12/2000	26/01/2001
MAWLAW 532 LIMITED		08/12/2000	29/12/2000
MAWLAW 536 LIMITED		29/01/2001	01/03/2001
MAWLAW 537 LIMITED		29/01/2001	01/03/2001
MAWLAW 545 LIMITED		07/03/2001	10/08/2001
MAWLAW 550 LIMITED		03/05/2001	05/09/2001
MAWLAW 558 LIMITED		27/07/2001	05/12/2001
MAWLAW 559 LIMITED		27/07/2001	05/12/2001
MAWLAW 561 LIMITED		07/08/2001	10/12/2001
MAWLAW 566 LIMITED		08/08/2001	10/08/2001

# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

Company Name	O/S	Appointed	Resigned
MAWLAW 569 LIMITED		13/12/2001	25/03/2002
MAWLAW 570 LIMITED		13/12/2001	20/03/2002
MAYER, BROWN, ROWE & MAW LIMITED		07/08/2001	30/04/2002
MILL COURT (SLOUGH) LIMITED		20/02/1998	09/03/1998
MILLENNIUM DRIVERS LIMITED (GA)		09/12/1997	18/12/1998
mindfolio Limited		20/10/2000	13/11/2000
MNPA STAFF PENSION FUND TRUSTEES LIMITED (GA)		29/08/1997	18/09/1997
MOC.TOD LIMITED		09/03/2000	06/02/2001
MONDIAL COMMUNICATIONS (EUROPE) LIMITED		20/08/1997	25/09/1997
MONSANTO UK HOLDING COMPANY		25/07/2000	25/07/2000
MONSANTO UK LIMITED		27/07/2000	27/07/2000
NASH COURT RETAIL LIMITED		21/03/2001	21/03/2001
NEW DEAL IT SERVICES LIMITED		19/01/1999	07/10/1999
NOVARTIS AGRI HOLDING UK LIMITED		13/04/2000	16/06/2000
NOVARTIS CROP PROTECTION GRIMSBY LIMITED		09/05/2000	16/06/2000
OLIVER ASHWORTH SHARED SERVICES LIMITED		29/10/1998	14/12/1998
ONE LINE (UK) LIMITED		13/04/2000	10/05/2000
OPEN ANNUITIES LIMITED		16/10/2000	19/10/2000
ORIEL WORLDWIDE LIMITED (GA)		21/11/1997	08/01/1998
ORPHEUS CONSULTING LIMITED		01/10/1997	07/11/1997
P&O PRINCESS CRUISES PENSION TRUSTEE LIMITED		11/09/2000	14/09/2000
PECHARD LIMITED		27/11/2000	30/11/2000
PLANT BREEDING INTERNATIONAL CAMBRIDGE LIMITED		06/12/1999	22/12/1999
PLEXIAN TRUSTEE COMPANY LIMITED		15/01/2002	15/01/2002
POINTEURO III LIMITED		24/03/1999	21/04/1999
PORT SUNLIGHT VILLAGE HERITAGE TRADING COMPANY LIMITED		25/02/1999	31/03/1999
PREBON CEDEF (UK) LIMITED		25/04/2001	26/04/2001
PREBON MARSHALL YAMANE (MONEY MARKETS) LIMITED		12/07/2001	13/07/2001
PREBON TRAINING SERVICES LIMITED (GA)		01/10/1997	18/12/1997
PURFLEET FARMS LIMITED		19/01/1999	16/02/1999
QUANTITATIVE INVESTMENT ADVISORS LIMITED		06/04/1998	12/05/1998
RADIO COMMUNICATIONS CONSULTANTS LIMITED		21/11/1997	29/12/1997
RADIO DESIGN LIMITED		04/06/1997	30/06/1997
SCHWINN LIMITED		11/09/2000	04/10/2000
SeaChange International UK Limited (Gone Away)		01/01/1997	07/03/1997
SHEEHAN GLOBAL CONSULTANCY LIMITED		24/03/2000	27/04/2000
SIMULUS MULTIMEDIA LIMITED		27/11/2000	15/12/2000
SPEERE LIMITED		04/08/1998	01/09/1998
SPITALFIELDS CRYPT TRADING LIMITED		30/12/1998	22/02/1999
ST. MARY'S (MAIDENHEAD) LIMITED		20/10/2000	03/11/2000
ST. MODWEN DEVELOPMENTS (BRIGHTON WEST PIER) LIMITED		11/09/2000	03/10/2000
STEREON LIMITED		10/04/1997	22/04/1997
SYNGENTA SERVICES LIMITED		29/10/2001	29/10/2001
SYNGENTA TREASURY SERVICES LIMITED		05/11/2001	05/11/2001
SYSTOLIX PULSE DSP LIMITED		07/08/2001	20/12/2001
TELECOM FM DEVELOPMENTS LIMITED (GA)		07/03/1997	21/03/1997
THE CITY SEARCH CONSULTANCY LIMITED		04/08/1998	08/02/1999
THE INDUSTRY LIMITED		27/07/2001	25/10/2001
THE LONDON TOWNCLUB LIMITED		10/07/1997	10/07/1997
THE PORT SUNLIGHT VILLAGE TRUST		25/02/1999	17/03/1999
THE UK SOIL MANAGEMENT INITIATIVE LIMITED		12/01/1999	12/03/1999
TIMOTHY JAMES & PARTNERS (CONSULTANCY) LIMITED		19/01/1999	31/01/2000
TIMOTHY JAMES INDEPENDENT FILM MANAGEMENT LIMITED		04/08/1998	10/09/1998
TINNER ENTERPRISES LIMITED		07/10/1998	21/10/1998
TOWERGROUP EUROPE LIMITED		08/12/2000	23/02/2001

# MAWLAW CORPORATE SERVICES LIMITED

## Directorships Report

Company Name	O/S	Appointed	Resigned
TRADITION LONDON CLEARING LIMITED		17/09/1998	27/11/1998
TRINITY STREET VAULTS LIMITED		24/03/2000	18/04/2000
TUDOR ROSE HOLDINGS LIMITED (Gone Away)		16/07/1997	13/08/1997
TUE (UK) HOLDINGS LIMITED		09/08/2000	29/08/2000
UNILEVER PENSION FUND TRUSTEES LIMITED		06/12/1999	05/01/2000
UNITED TELCO LIMITED		06/04/1998	30/06/1998
VESTA MANAGEMENT SERVICES LIMITED		11/02/2000	23/02/2000
VICKERS ADMINISTRATION LIMITED		25/06/1998	30/06/1998
VINE MANAGEMENT SERVICES LIMITED		25/02/1999	18/03/1999
VINE TELECOM FINANCE LIMITED		03/05/2000	22/05/2000
VOLKER & VOLKER LIMITED		29/10/1998	19/04/1999
WACKY BETS.COM LIMITED		24/03/2000	14/04/2000
WALKER & STAFF LIMITED		28/01/1999	30/03/1999
WASTE RECYCLING GROUP (SCOTLAND) LIMITED		17/08/2000	18/08/2000
WASTE RECYCLING GROUP MIDLANDS LIMITED		23/05/2000	07/08/2000
WELDCURE LIMITED		04/08/1998	01/09/1998
WOOLWORTHS GROUP PENSION TRUST LIMITED		29/01/2002	29/01/2002
WOOLWORTHS KIDS FIRST		23/12/1998	15/01/1999
WOOLWORTHS KIDS FIRST TRADING LIMITED		19/03/1999	27/04/1999
WYCOMBE ABBEY PENSION TRUSTEES LIMITED		25/03/1999	25/03/1999
YGR INTERNATIONAL LIMITED		22/03/2002	26/04/2002
ZIPTTEL LIMITED		24/03/2000	21/05/2001

### Other Directorships

Company Name	O/S	Appointed
Canary Wharf Finance II Plc		08/02/2000
CROWDED HOUSE HOLDINGS LIMITED		16/07/1997
DELETE		21/01/1999
GVC NOMINEE LIMITED		23/06/1999
HERON QUAYS HOLDINGS (HQ 1) LIMITED		20/09/2001

### Past Other Directorships

Company Name	O/S	Appointed	Resigned
GE STRUCTURED PRODUCTS UK LIMITED		10/04/1997	22/04/1997
THE CROWDED HOUSE PUB COMPANY LIMITED		30/04/1998	13/05/1998

RBS 059700



THE COMPANIES ACTS 1985 AND 1989

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PRIVATE COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

of

JOHN MURRAY LIMITED

1. The name of the Company is " JOHN MURRAY LIMITED ".
2. The Registered Office of the Company will be situate in England and Wales.
- 3.1 The objects for which the Company is established are:
  - (a) To carry on business as authors, designers, editors, proprietors, printers, publishers, agents, distributors and circulators of books, periodicals, journals, magazines, newspapers, manuals, part works or any other form of graphic, artistic or written material and to buy, sell, deal in or in any way exploit the same or any right, title or interest therein; to create, own, manage, use, operate or otherwise exploit systems, media and installations for creating, storing, retrieving, disseminating, processing, reproducing or in any manner using data in electronic or electrical form or by electronic or electrical or other means; to make, commission, edit, produce, direct, distribute or publish films, videos, records or programmes in or for reproduction in any visual or audible form; and to carry on business as proprietors, operators, managers, licensees or franchisees of recording and film studios and equipment, cable or telephone distribution channels, broadcasting installations, cinemas, halls, libraries, galleries, laboratories, colleges or other establishments or facilities useful in or in connection with promoting the dissemination of information, learning, education, recreation, art, science or technology.
  - (b) To carry any other trade or business which may seem to the Company capable of being conveniently carried on in connection with the objects specified in Clause 3.1(a) hereof or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.



- 3.2 To form, promote, subsidise and assist companies, syndicates or other bodies of all kinds and to issue, place, underwrite or guarantee the subscription of, subscribe for, acquire, hold or sell any shares, stocks, bonds, options, debentures, debenture stock or other capital or securities or obligations of any companies, syndicates or other bodies of all kinds, and to pay or provide for brokerage, commission and underwriting in respect of any such issue and to do all things necessary or desirable to benefit any such companies, syndicates or other bodies and without prejudice to the generality of the foregoing to establish or promote or join in the establishment or promotion of any other company whose objects shall include the taking over of any of the assets with or without the liabilities of the Company or the promotion of which shall be calculated to advance its interests and to acquire and hold any shares, securities or obligations of any such company.
- 3.3 To invest or deal with any of the monies of the Company not immediately required for its operations in such manner with or without security and whether at home or abroad as the Company may think fit.
- 3.4 To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, reciprocal concessions or otherwise with any person, firm, company or other body of any kind for the purpose of carrying on business from which the Company would or might derive any benefit whether direct or indirect.
- 3.5 To purchase or otherwise acquire, hold and undertake all or any part of the business, property, securities, liabilities and transactions of any person, firm, company or other body of any kind.
- 3.6 To purchase or otherwise acquire any patents, brevets d'invention, licences, concessions, copyrights, trade marks, designs, rights of agency or distributorship and the like conferring any exclusive or non-exclusive or limited right, or any secret or other information as to any state of affairs, individual, firm, company or other body, or any invention, process, development or the like which may seem to the Company capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company. To use, exercise, develop, grant licences in respect of or otherwise turn to account any of the same and with a view to the working and development of the same to carry on any business whatsoever, whether manufacturing or otherwise, which the Company may think calculated directly or indirectly to achieve these objects and to apply for, register or by other means protect, prolong and renew whether in the United Kingdom or elsewhere any of the same.



- 3.7 To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest and manage, develop, work, improve, sell, dispose of or otherwise turn to account and deal with any lands, buildings, servitudes, easements, rights, privileges, concessions, machinery, plant, stock-in-trade, property, business, undertaking and any heritable or moveable real or personal property of any kind.
- 3.8 To construct, erect, maintain, alter, replace or remove any buildings, works, offices, erections, plant, machinery, tools, or equipment as may seem desirable for any of the businesses or in the interests of the Company, and to manufacture, buy, sell and generally deal in any plant, tools, machinery, goods or things of any description which may be conveniently dealt with in connection with any of the Company's objects.
- 3.9 To manage and conduct the affairs of any companies, firms and persons carrying on business of any kind whatsoever, and in any part of the world.
- 3.10 To undertake interest rate and currency swaps, options, swap option contracts, forward exchange contracts, forward rate agreements, futures contracts or other financial instruments including hedging agreements and derivatives of any kind and all or any of which may be on a fixed and/or floating rate basis and/or in respect of sterling, any other currencies, basket of currencies or commodities of any kind and in the case of such swaps, options, swap option contracts, forward exchange contracts, forward rate agreements and derivatives of any kind they may be undertaken by the Company on a speculative basis or otherwise.
- 3.11 To undertake any transaction which is a rate swap transaction, basis swap, forward rate transaction, commodity swap, commodity option, equity or equity index swap, equity or equity index option, bond option, interest rate option, foreign exchange transaction, cap transaction, floor transaction, collar transaction, currency swap transaction, cross-currency rate swap transaction, currency option or any other similar transaction (including any option with respect to any of these transactions) or combination of these transactions and whether for the purposes of risk management, on a speculative basis or otherwise.
- 3.12 To enter into, carry on and participate in financial transactions and operations of all kinds and to take any steps which may be considered expedient for carrying into effect such transactions and operations including, without prejudice to the generality of the foregoing, borrowing and lending money and entering into contracts and arrangements of all kinds.

- 3.13 To borrow or raise money in such manner as the Company shall think fit and in particular by the issue (whether at par or at a premium or discount and for such consideration as the Company may think fit) of bonds, debentures or debenture stock (payable to bearer or otherwise), mortgages or charges, perpetual or otherwise, and, if the Company thinks fit, charged upon all or any of the Company's property (both present and future) and undertaking including its uncalled capital and further, if so thought fit, convertible into any stock or shares of the Company or any other company, and collaterally or further to secure any obligations of the Company by a trust deed or other assurance.
- 3.14 To guarantee or otherwise support or secure, either with or without the Company receiving any consideration or advantage and whether by personal covenant or by mortgaging or charging all or part of the undertaking, property, assets and rights present and future and uncalled capital of the Company or by both such methods or by any other means whatsoever, the liabilities and obligations of and the payment of any monies whatsoever (including but not limited to capital, principal, premiums, interest, dividends, costs and expenses on any stocks, shares or securities) by any person, firm or company whatsoever including but not limited to any company which is for the time being the holding company or a subsidiary (both as defined by section 736 of the Companies Act 1985) of the Company or of the Company's holding company or is controlled by the same person or persons as control the Company or is otherwise associated with the Company in its business and to give financial assistance for the purpose of the acquisition of shares in the capital of the Company or any holding company of the Company or for the purpose of reducing a liability incurred by any person for the purpose of such an acquisition subject to the provisions of Section 155 Companies Act 1985.
- 3.15 To grant indemnities of every description and to undertake obligations of every description.
- 3.16 To make, draw, accept, endorse and negotiate bills of exchange or other negotiable instruments and to receive money on deposit or loan.
- 3.17 To pay all or any expenses incurred in connection with the formation and promotion and incorporation of the Company and to pay commission to and remunerate any person or company for services rendered in underwriting or placing, or assisting to underwrite or place, any of the shares in the Company's capital or any debentures or other security of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- 3.18 To pay for any property or rights acquired by the Company or to remunerate any person, firm or company rendering services to the Company either in cash or in kind or fully or partly paid-up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as may be determined.
- 3.19 To sell, lease, mortgage, charge, pledge, grant or surrender rights over, or otherwise deal with, turn to account or dispose of all or any part of the property, assets, business or undertaking of the Company for such consideration (if any) as may be advantageous to the Company including, without prejudice to the generality of the foregoing, consideration in cash, whether by instalments or otherwise, or in kind, or in shares (with or without deferred or preferred rights in respect of dividends or repayment of capital or any other matter) or debentures, mortgage debentures, mortgages, debenture stock or loan stock (secured or unsecured) of any company, corporation or body of persons, or in the form of any property real or personal, tangible or intangible, or of any right, pledge or claim or of any undertaking to do or abstain from doing any act or to supply any services or goods or any other consideration, or in any combination of the above.
- 3.20 To make loans or give credit on such terms as may seem expedient with or without security to such persons, firms, companies, syndicates or other bodies of all kinds and in such cases (and in the case of loans either of cash or of other assets) as the Company may think fit.
- 3.21 To distribute among the members in specie any property of the Company or any proceeds of sale, disposal or realisation of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
- 3.22 To amalgamate with any other company and on any terms whatsoever.
- 3.23 To procure the Company to be registered or recognised in any country or place abroad.
- 3.24 To obtain any provisional or other order or Act of Parliament of this country or of any other state for enabling the Company to carry any of its objects into effect, or for effecting any modifications of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.

- 3.25 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.
- 3.26 To appoint any person or persons, firm or firms, company or companies to be the attorney or agent of the Company and to act as agents, managers, secretaries, contractors or in similar capacity.
- 3.27 To establish and maintain or procure the establishment and maintenance of contributory or non-contributory pension or superannuation funds for the benefit of the persons referred to below, to grant emoluments, pensions, allowances, donations, gratuities and bonuses to such persons and to make payments for or towards insurance on the life or lives of such persons; to establish, subsidise, subscribe to or otherwise support any institution, association, society, club, other establishment or fund, the support of which may, in the opinion of the Company, be calculated directly or indirectly to benefit the Company or any such persons, or which may be connected with any place where the Company carries on business; to institute and maintain any profit-sharing scheme or share option schemes calculated to advance the interests of the Company or such persons; the said persons are any persons who are or were at any time in the employment or service of the Company or its predecessor in business or of any company which is or has been the holding company or a subsidiary (both as defined by section 736 Companies Act 1985) of the Company or of the Company's holding company or who are or were at any time directors or officers of the Company or of such other company as aforesaid, and the spouses, widows, widowers, families or dependants of any such persons.
- 3.28 To subscribe or guarantee money for or organise or assist any charitable, benevolent, public, general, political or useful object or for any exhibition or for any person which or who may be considered likely directly or indirectly to further the objects of the Company or the interests of its shareholders.
- 3.29 To take, make, execute, enter into, commence, carry on, prosecute or defend all steps, contracts, agreements, negotiations, legal and other proceedings, compromises, arrangements and schemes, and to do all other acts, matters and things which shall at any time appear conducive to or expedient for the advantage or protection of the Company.

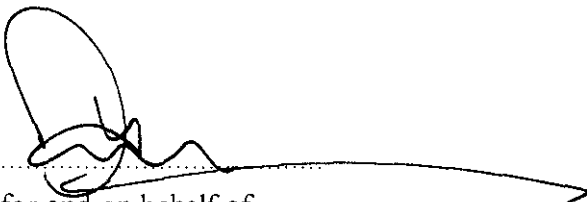
- 3.30 To do all or any of the above things in any part of the world and either as principals, agents, contractors, trustees, or otherwise, and either alone or in conjunction with others.
- 3.31 To do all such acts or things as are incidental or conducive to the attainment of the above objects or any of them.

It is hereby declared that:

- (a) 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 not incorporated, and whether domiciled in the United Kingdom or elsewhere, and whether now existing or hereafter to be formed; and
  - (b) the objects set forth in each sub-clause of this Clause shall not be restrictively construed but the widest interpretation shall be given thereto and they shall not, except where the context expressly so requires, be in any way limited or restricted by application of the ejusdem generis rule or by reference to or inference from any other object or objects set forth in such sub-clause or from the terms of any other sub-clause or by the name of the Company; none of such sub-clauses or the object or objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary to the objects or powers mentioned in any other sub-clause, but the Company shall have full power to exercise all or any of the objects conferred by and provided in each of the said sub-clauses as if each sub-clause contained the objects of a separate company.
4. The liability of the Members is limited.
5. The share capital of the Company is £100,000 divided into 100,000 Ordinary Shares of £1.00 each.

We, the person whose name, address and description is 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 name.

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NAME ADDRESS AND DESCRIPTION OF SUBSCRIBER	Number of Shares taken by Subscriber (in words)
MAWLAW ADMINISTRATION LIMITED 20 Black Friars Lane London EC4V 6HD  Body Corporate	ONE
 for and on behalf of Mawlaw Administration Limited Director	

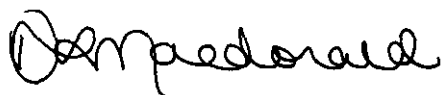
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Dated the 9<sup>th</sup> day of May 2002

WITNESS to the above Signature:

DIANA LOUISE MACDONALD  
11 Pilgrim Street  
London  
EC4V 6RW

Company Secretarial Assistant



**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY SHARES**

**ARTICLES OF ASSOCIATION**

**OF**

**JOHN MURRAY LIMITED**

**1. Interpretation**

The Regulations contained in Table A in Statutory Instrument number 805 of 1985, as amended prior to the adoption of these Articles, (such Table being herein referred to as "Table A") shall apply to the Company except in so far as they are excluded or varied hereby.

**2. Share Capital**

2.1 The share capital of the Company at the date of incorporation is £100,000 divided into 100,000 ordinary shares of £1 each.

2.2 The shares shall be under the control of the directors who, subject to the provisions of Section 80 of the Act and any resolutions of the Company in general meeting passed pursuant thereto, may allot and dispose of or grant options over the same to such persons, on such terms and in such manner as they think fit.

2.3 (a) Save as otherwise provided in these Articles and subject to any renewal, revocation or variation of this authority by the Company in general meeting the directors are hereby unconditionally authorised for the purposes of Section 80 of the Act to allot dispose of and grant options and rights of conversion and subscription over relevant securities (as defined in the Act) up to an aggregate nominal amount of £99,999 during the period expiring at the end of five years from the date of incorporation of the Company.

(b) The Company may at any time prior to the expiry of the authority conferred by Article 2.3(a) above make an offer or agreement which would or might require relevant securities to be allotted pursuant thereto after the expiry of such authority and the directors may allot relevant securities in pursuance of such offer or agreement as if the authority conferred thereby had not expired.

- (c) Sections 89(1) and 90 of the Act shall not apply to any allotment of equity securities (as defined in the Act) of the Company.

3. **Share Certificates**

The second sentence of Regulation 6 in Table A shall be substituted by the following:

"Every certificate shall specify the number, class and distinguishing numbers (if any) of the shares to which it relates and the amount paid up thereon, and such a certificate signed by a director of the Company together with the secretary or a second director shall be evidence of the title of the registered holder to the shares, whether or not the common seal of the Company (if it has one) has been affixed and regardless of any words in the certificate referring to a seal."

4. **Transfer of Shares**

- 4.1 In Regulation 23 of Table A, the words "and, unless the share is fully paid, by or on behalf of the transferee" shall be deleted.
- 4.2 In Regulation 24 of Table A, the words "which is not fully paid" shall be deleted.

5. **Proceedings at General Meetings**

- 5.1 The following shall apply to the Company in place of Regulation 40 of Table A:

"No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum. Notwithstanding the above, if the Company has only one member, that one member present in person, by proxy or by duly authorised representative shall be a quorum in accordance with Section 370(A) of The Companies Act 1985.

- 5.2 The following shall apply to the Company in place of Regulation 41 of Table A:

"If within half an hour after the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting if convened upon the requisition of members shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place or to such other day and such other time or place as the directors may determine, and if at the adjourned meeting a quorum is not present or ceases to be present, then the member or members present shall be a quorum".



**6. Number of Directors**

The following shall apply to the Company in place of Regulation 64 of Table A:-

"The number of directors (other than alternate directors) need not exceed one and shall not be subject to any maximum. If and so long as there is only one director in office, he may exercise all the powers and authorities vested in the directors by these Articles or by Table A notwithstanding any contrary provision of Table A".

**7. Alternate Directors**

- 7.1 At the end of Regulation 66 of Table A (as applicable to the Company) there shall be added the following sentence:

"A director or any other person approved pursuant to Regulation 65 of Table A (as applicable to the Company) may act as alternate director to represent more than one director, and an alternate director shall be entitled at meetings of the directors or 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."

- 7.2 At the end of Regulation 67 of Table A (as applicable to the Company) there shall be added the following sentence:

"The appointment of an alternate director shall also determine automatically on the happening of any event which, if he were a director, would cause him to vacate his office as director."

**8. Appointment and Retirement of Directors**

- 8.1 Regulations 73, 74, 75, 77 and 80, together with other references to retirement of directors by rotation and the second and third sentences of Regulation 79 in Table A, shall not apply to the Company.
- 8.2 For so long as the Company is a wholly-owned subsidiary, the parent company may appoint any person to be a director or remove any director from office. Every such appointment or removal shall be in writing and signed by or on behalf of the said parent company and shall take effect upon receipt at the registered office of the Company or by the secretary.

9. **Directors' Interests**

A director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Company shall declare that interest and its nature at a meeting of the directors in accordance with section 317 of the Act. Subject to such disclosure, the director (or if the situation so requires his alternate) shall be entitled to vote in respect of any such contract or arrangement and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 98 (inclusive) of Table A shall not apply to the Company.

10. **Proceedings of Directors**

A meeting of the directors may, subject to notice thereof having been given in accordance with these Articles of Association, be for all purposes deemed to be held when a director is or directors are in communication by telephone or audio visual communications media with another director or other directors and all of the said directors agree to treat the meeting as so held, provided always that the number of the said directors participating in such communication constitutes a quorum of the Board hereunder. A resolution made by a majority of the said directors in pursuance of this Article shall be as valid as it would have been if made by them at an actual meeting duly convened and held.

11. **Indemnity**

The Directors may at their discretion and on such terms as they think fit purchase and maintain for the Company or for any director, secretary or other manager or officer (other than auditor) of the Company insurance against any liability which might by virtue of any rule of law attach to such director, secretary or other manager or officer in relation to any negligence, default, breach of duty or breach of trust in relation to the Company or its business or affairs or to any subsidiary and against such liability as is mentioned in Regulation 118 of Table A (which Regulation shall not apply to any auditor of the Company).

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Name, address and description of subscriber

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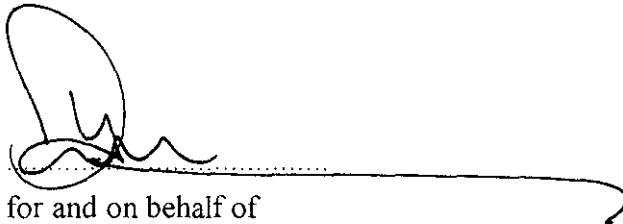
MAWLAW ADMINISTRATION LIMITED

20 Black Friars Lane

London

EC4V 6HD

Body Corporate

A handwritten signature in black ink, consisting of a large loop at the top and a long, horizontal, wavy line extending to the right.

for and on behalf of

Mawlaw Administration Limited

Director

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Dated the 9<sup>th</sup> day of May 2002

WITNESS to the above Signature:

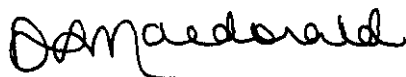
DIANA LOUISE MACDONALD

11 Pilgrim Street

London

EC4V 6RW

Company Secretarial Assistant

A handwritten signature in black ink, appearing to read 'D Macdonald' with a stylized, cursive script.