

FILE COPY



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

Company No. 4691051

The Registrar of Companies for England and Wales hereby certifies that
CANNELL GRAPHICS 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 7th March 2003



N04691051D



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

— for the record —

12

Please complete in typescript,
or in bold black capitals.

CHFP000

Declaration on application for registration

Company Name in full

CANNELL GRAPHICS
LIMITED

I, YVONNE WAYNE

of 40 BURLINGTON RISE, EAST BARNET, EN4 8NN.

† 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

Yvonne Wayne

Declared at 37 ROKEBY GARDENS, WOODFORD GREEN, ESSEX, IG89HE

Day Month Year

On 04 03 2003

• Please print name.

before me •

FRANCES NIMAN

Signed

Frances Niman

Date

4-3-03

~~XXXXXX~~ 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.

FORMITRITE, BURLINGTON HOUSE,

40 BURLINGTON RISE, EAST BARNET, HERTFORDSHIRE,

EN4 8NN

Tel 0208 361 1226

DX number

DX exchange

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

Th



For

LD6
COMPANIES HOUSE

0452
06/03/03



Companies House

..... for the record

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

10

First directors and secretary and intended situation of
registered office

Company Name in full

CANNELL GRAPHICS
LIMITED

Proposed Registered Office

(PO Box numbers only, are not acceptable)

Burlington House 40 Burlington

Rise,

Post town

East Barnet

County / Region

Herts

Postcode

EN4 8NN

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

Formitrite

Address

Burlington House, 40 Burlington

Rise

Post town

East Barnet

County / Region

Herts

Postcode

EN4 8NN

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.

Formitrite, Burlington House, 40 Burlington

Rise, East Barnet, Herts,

EN4 8NN

Tel 0181 361 1226

DX number

DX exchange



LD6

LRJ1WJ03

0451

COMPANIES HOUSE

06/03/03

Form revised July 1990

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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

NAME *Style / Title

Mr

*Honours etc

* Voluntary details

Forename(s)

HAROLD

Surname

WAYNE

Previous forename(s)

Previous surname(s)

Address

Burlington House,40 Burlington Rise

Usual residential address

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

Post town

East Barnet

County / Region

Herts

Postcode

EN4 8NN

Country

UK

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

Consent signature

Date

4-3-03

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

Ms

*Honours etc

Forename(s)

Yvonne

Surname

Wayne

Previous forename(s)

Previous surname(s)

Address

Burlington House,40 Burlington Rise

Usual residential address

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

Post town

East Barnet

County / Region

Herts

Postcode

EN4 8NN

Country

UK

Day Month Year

Date of birth

06 07 1960

Nationality

BRITISH

Business occupation

COMPANY FORMATION AGENT

Other directorships

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

Consent signature

Date

4-3-03

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.	Post town	<input type="text"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text"/>
	Country	<input type="text"/>		
	Date of birth	<input type="text"/> Day <input type="text"/> Month <input type="text"/> Year	Nationality	<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

Or the subscribers

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

Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>
Signed	<input type="text"/>	Date	<input type="text"/>

650 000

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4691051

020029

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

- OF -

CANNELL GRAPHICS LIMITED

1. The name of the Company is "Cannell Graphics Limited."
2. The registered office of the Company will be situated in England or Wales.
3. The objects for which the Company is established are:-

(a) To carry on all or any of the business or businesses as designers and draughtsmen in all its branches acting as specialists, consultants and advisers in all of them; to offer a special service of standard pre-prepared plans and illustrations including tracing, copying, artwork or otherwise; to carry on as advertising agents, printers, publishers, photographers, technical authors or otherwise all as the Company sees fit; to deal generally with goods, products and materials of every description required for any business carried on by the Company acting as distributors, dealers, wholesalers, retailers, importers, exporters or otherwise and to assemble, process, buy, sell, hire, hire out, exchange, repair, service, alter, improve, maintain, prepare for market or otherwise deal with them; to demonstrate, contract, advertise, finance, insure and underwrite in relation thereto; to do all or any of the above acting as principals, agents, brokers, contractors, trustees, appointees, assignees, lessors, lessees or otherwise either in the United kingdom or elsewhere.



b) To carry on any other trade or business which the Board of Directors deem may be advantageously carried on for the benefit of the Company.

c) To acquire by purchase, lease, hire, exchange, improve, mortgage, charge, rent, let on lease, surrender, license, accept surrenders of, and otherwise acquire, sell and deal with any freehold, leasehold or other property, chattels and effects, erect, pull down, repair, alter, develop or otherwise deal with any building or buildings or adapt the same for the purposes of the Company's business.

d) To purchase or otherwise acquire all or any part of the business or assets of any person, firm or company, carrying on or formed to carry on any business which the Company is authorised to carry on or possessed of assets of any kind suitable to the purposes of this Company, and to pay cash or to issue any shares, stocks, debentures or debenture stock of this Company as the consideration for such purchase or acquisition and to undertake any liabilities or obligations relating to the business or property so purchased or acquired.

e) To apply for, purchase or otherwise acquire and hold or use any patents, licences, concessions, copyrights which may be capable of being dealt with by the Company, or be deemed to benefit the Company and to sell, license, lease or grant rights thereto.

f) To sell, improve, manage, let, license, develop or otherwise deal with the undertaking, or all or any part of the property assets or rights of the Company upon such terms as the Company may approve, with power to accept any consideration as the Company may think fit.

g) To invest and deal with the moneys of the Company not immediately required for the purposes of the Company in or upon such investments and subject to such conditions as the Company may approve.

h) To lend and advance money, give credit or guarantees, act as surety to such persons, firms or companies, upon such terms and with or without security and subject to such conditions as the Directors think fit.

i) To borrow or raise money in such manner as the Company shall think fit, the borrowing powers of the Company to be unlimited, and in particular, by the issue of debentures or debenture stock, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to re-issue any debentures at any time paid off.

j) To guarantee the payment of any debentures, debenture stock, bonds, mortgages, charges, obligations, interest, dividends, securities, moneys or shares or the performance of contracts or engagements of any other Company or person and to give indemnities and guarantees of all kinds and to enter into partnership or any joint venture arrangement with any person, persons, firm or company, having for its objects similar objects to those of this Company or any of them.

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

l) To purchase, subscribe for, or otherwise acquire and hold shares, stocks or other interests in, or obligations of, any other Company or corporation.

m) To remunerate any persons, firm or Company for services rendered or to be rendered in placing or assisting to place any of the shares in the Company's capital, or any debentures, debenture stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

n) To pay out of the funds of the Company all costs and expenses of or incidental to the formation and registration of the Company and the issue of its capital and debentures including brokerage and commission.

o) To provide for the welfare of persons employed or formerly employed by the Company and to provide pensions, compensation, bonuses, gratuities and other allowances to officers, employees, ex officers and ex employees of the Company or its predecessors in business or the dependents of such persons and to establish and maintain or concur in establishing and maintaining trusts, pension funds, insurance policies or other schemes, whether contributory or non contributory, with a view to providing pensions or other funds for any such persons as aforesaid.

p) To remunerate the Directors of the Company in any manner the Company may think fit.

q) To distribute any property of the Company in specie among the members.

r) To do all or any of the things hereinbefore authorised either alone or in conjunction with others, or as factors, trustees or agents for others, or by or through factors, trustees or agents.

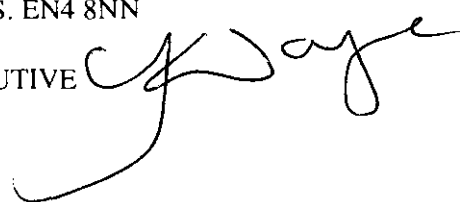

s) To do all such other things as are incidental to or the Directors think may be conducive to the attainment of the above objects or any of them.

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

4. The liability of the members is limited.

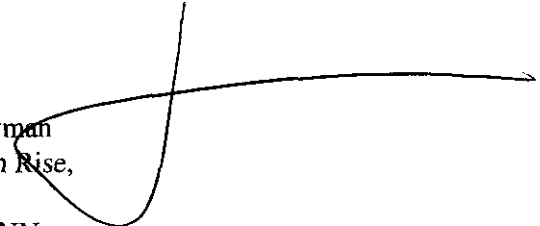
5. The Share Capital of the Company is £100,000 divided into 100,000 ordinary shares of £1 each with power to increase or to divide the shares in the capital for the time being into different classes having such rights, privileges and advantages as to voting and otherwise, as the Articles of Association may from time to time prescribe.

We, the several persons whose names, addresses and descriptions are subscribed, wish to be 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
YVONNE SHELLEY WAYNE 40 BURLINGTON RISE EAST BARNET HERTS. EN4 8NN EXECUTIVE 	ONE 

DATED 7th February 2003

WITNESS to the above signatures:-


Anthony Hayman
40 Burlington Rise,
East Barnet,
Herts. EN4 8NN.

CONSULTANT

The Companies Act 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

CANNELL GRAPHICS
LIMITED
PRELIMINARY

1. The regulations contained in Table A set out in the schedule to The Companies (Table A to F) Regulations 1985 shall apply to the Company, save so far as they are excluded or varied hereby, that is to say that clauses 3, 24, 64, 73 to 77 (inclusive), 94 to 97 (inclusive) of Table A shall not apply to the Company, and in addition to the remaining Clauses of Table A, as varied by these Articles, the following shall constitute the regulations of the Company.

2. The Company is a private Company and accordingly shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of those shares or debentures being offered for sale to the public.

SHARES

3. The shares of the Company shall be under the control of the Directors who may allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Companies Act 1985) to such persons and on such terms and in such manner as they think fit.

4. All relevant securities of the Company from time to time unissued shall come under the general authority conferred by Article 3 hereof for a period of not more than five years from the date of incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting (but not for more than five years at a time) and the Directors under the general authority shall be entitled to make at any time before the expiry of such authority any offer or agreement which will or may require securities to be allotted after the expiry of such authority

5. Section 89 (1) of the Companies Act 1985 shall be excluded from applying in relation to any allotment of Shares in the Company.

6. The Company shall have the power to issue Shares which are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder subject to the provisions within Part V of the Companies Act 1985 and on such terms as may be provided by the Resolution of the Company creating such redeemable Shares.

7. The Company may purchase its own shares (including any redeemable Shares) subject to the provision of Part V of the Companies Act 1985.

8. The Company may make a payment in respect of the redemption or purchase of any of its Shares otherwise than out of its distributable profits or the proceeds of a fresh issue of Shares subject to Sections 159 or 162 (as the case may be) of the Companies Act 1985.

LIEN

9. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time or called in respect of that share and of all Shares registered in the name of any person indebted or under liability to the Company whether he shall be the sole registered holder thereof or shall be one of two or more joint holders of his estate and Clause 8 of Table A shall be modified accordingly.

GENERAL MEETINGS

10. Every notice convening a General Meeting shall comply with the provisions of Section 372 (3) of the Companies Act 1985, as to giving information to members in regard to their right to appoint a proxy, and notices of any 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.

11. To Clause 41 of Table A there shall be added at the end "If at any adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall be dissolved."

TRANSFER OF SHARES

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

DIRECTORS

13. The first Director or Directors of the Company shall be the person or persons named in the statement delivered under Section 10 of the Act.

14. Unless and until otherwise determined by the Company in General Meeting the minimum number of Directors shall be one and there shall be no limitation as to the maximum number of Directors. Whenever there shall be only one Director of the Company such Director may act alone in exercising all the powers, discretions and authorities vested in the Directors and Regulation 89 of Table A shall be modified accordingly.

15. A Director who is in any way either directly or indirectly interested in any actual or proposed contract, transaction or arrangement with the Company or in which the Company is otherwise interested shall declare the nature of his interest at a Meeting of the Directors in accordance with Section 317 of the Act. Subject to such disclosure a Director shall be entitled to vote in respect of such contract transaction or arrangement and he shall be counted in reckoning whether a quorum is present.

16. The Directors may exercise all the powers of the Company to borrow money, whether in excess of the nominal amount of the share capital of the Company for the time being issued or not, and to mortgage or charge its undertaking property and uncalled capital or any part thereof, and to issue debentures, debenture stock or any other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

17. A Director shall not be required to hold any share qualification, but nevertheless shall be entitled to receive notice of and attend at all General Meetings of the Company and at all separate General Meetings of the holders of any of the classes of shares in the capital of the Company.

NAMES, ADDRESSES AND DESCRIPTION OF SUBSCRIBERS

YVONNE SHELLEY WAYNE
40 BURLINGTON RISE
EAST BARNET
HERTS. EN4 8NN

EXECUTIVE

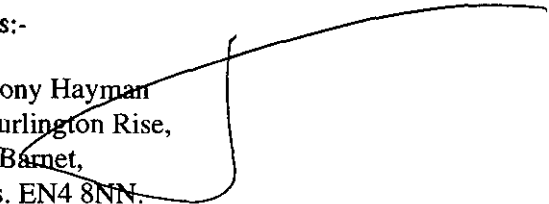


DATED

7th February 2003

WITNESS to the above signatures:-

Anthony Hayman
40 Burlington Rise,
East Barnet,
Herts. EN4 8NN.



CONSULTANT